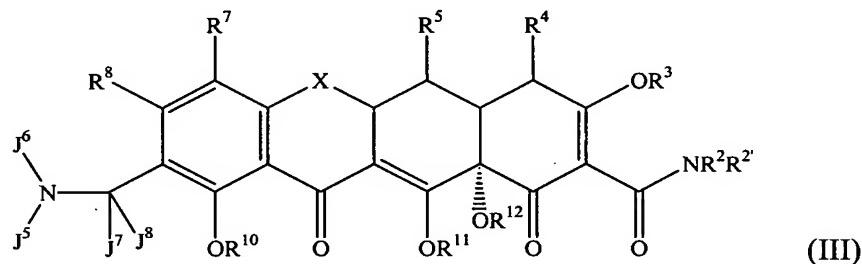


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1.-15. (Cancelled)

16. (Previously Presented) A tetracycline compound of formula (III):



wherein:

J⁵ and J⁶ are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, sulfonyl, acyl, alkoxy carbonyl, alkaminocarbonyl, alkaminothiocarbonyl, substituted thiocarbonyl, substituted carbonyl, alkoxythiocarbonyl, or linked to form a ring;

J⁷ and J⁸ are each alkyl, halogen, or hydrogen;

X is CR^{6'}R⁶;

R², R^{2'}, R^{4'}, and R⁴" are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R⁴ is NR^{4'}R⁴", alkyl, alkenyl, alkynyl, aryl, hydroxyl, halogen, or hydrogen;

R³, R¹⁰, R¹¹ and R¹² are each hydrogen or a pro-drug moiety;

R⁵ is hydroxyl, hydrogen, thiol, alkanoyl, aroyl, alkaroyl, aryl, heteroaromatic, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, alkyl carbonyloxy, or aryl carbonyloxy;

R⁶ and R^{6'} are each independently hydrogen, methylene, absent, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R⁷ is hydrogen, ethyl, phenyl, 4-t-butylphenyl, t-butylaminophenyl or dimethylamino;

R⁸ is hydrogen, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R^{13} is hydrogen, hydroxyl, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl; and pharmaceutically acceptable salts thereof.

17. **(Original)** The tetracycline compound of claim 16, wherein R^4 is $NR^{4'}R^{4''}$, X is CR^6R^6' ; R^2 , R^2' , R^6 , R^6' , R^8 , R^{10} , R^{11} , and R^{12} are each hydrogen; $R^{4'}$ and $R^{4''}$ are lower alkyl; and R^5 is hydroxyl or hydrogen.

18. **(Original)** The tetracycline compound of claim 17, wherein $R^{4'}$ and $R^{4''}$ are each methyl and R^5 is hydrogen.

19. **(Original)** The tetracycline compound of claim 16, wherein J^7 and J^8 are hydrogen.

20. **(Original)** The tetracycline compound of claim 16, wherein J^5 is substituted or unsubstituted alkyl.

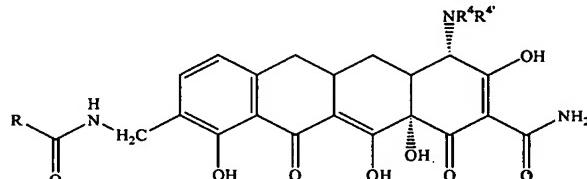
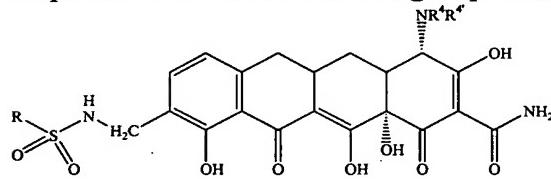
21. **(Original)** The tetracycline compound of claim 16, wherein J^5 is sulfonyl.

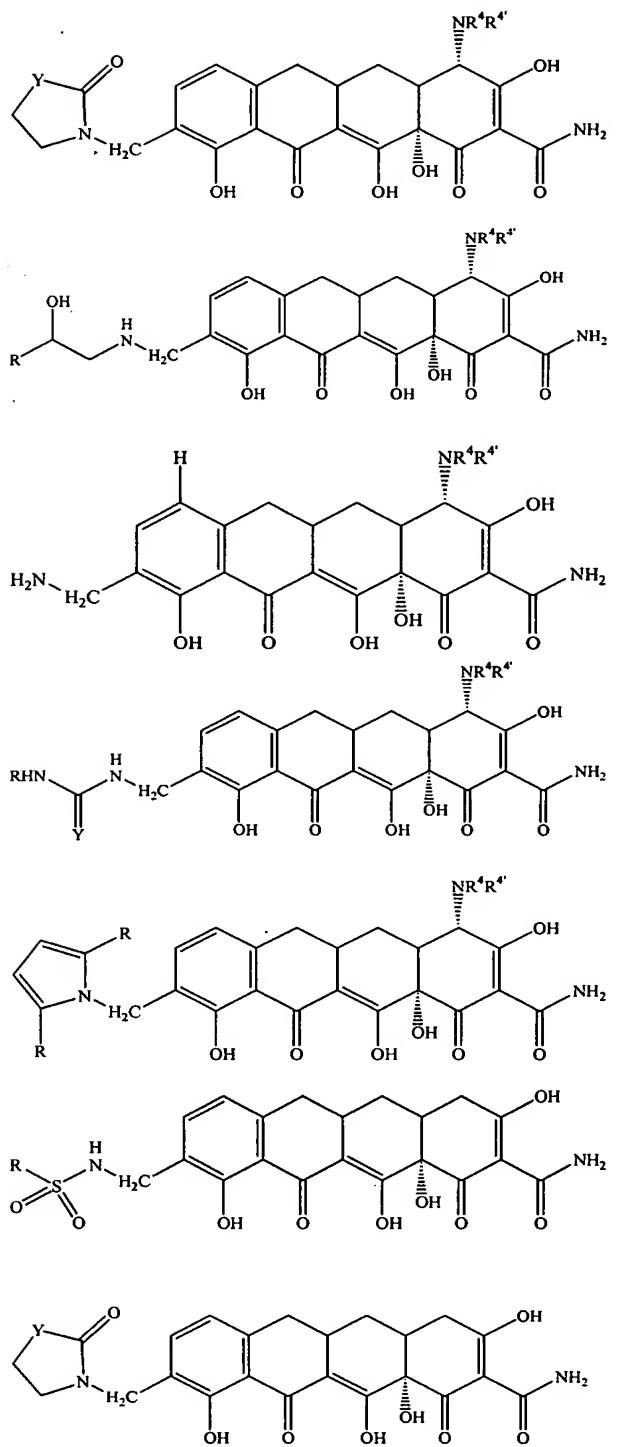
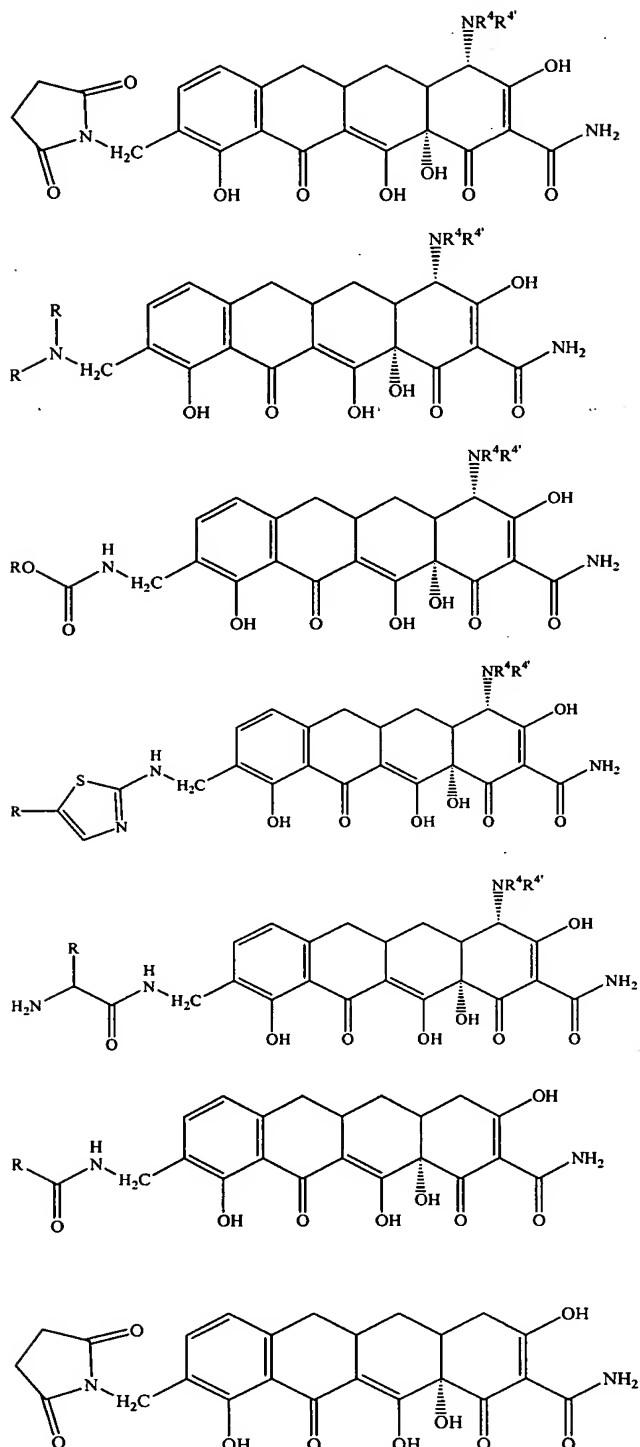
22. **(Original)** The tetracycline compound of claim 16, wherein J^5 and J^6 are linked to form a ring.

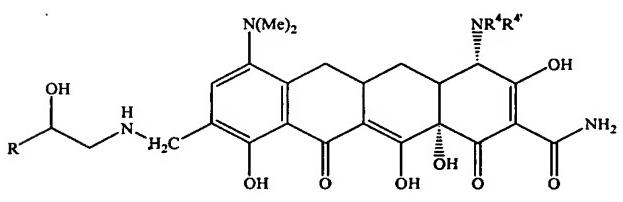
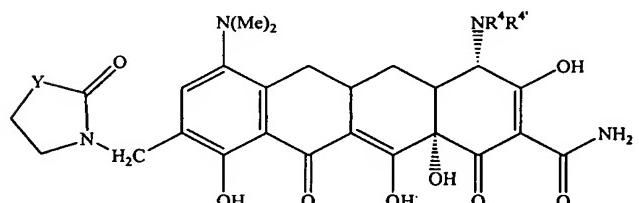
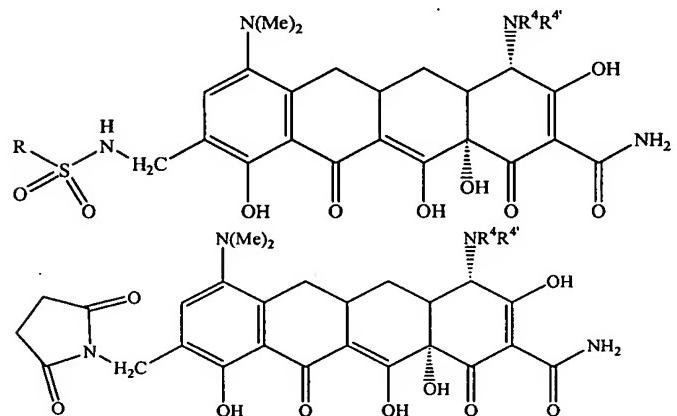
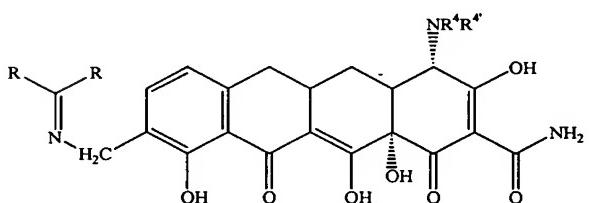
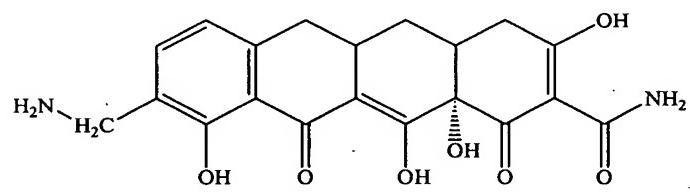
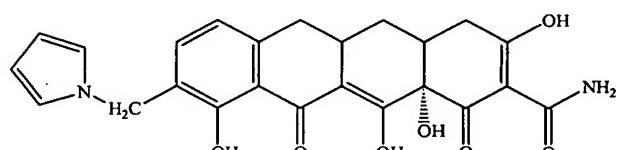
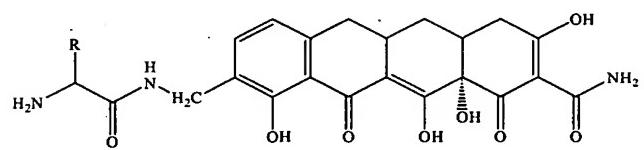
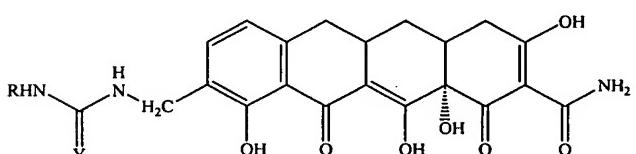
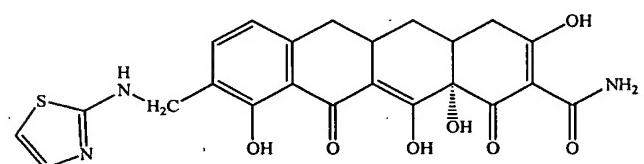
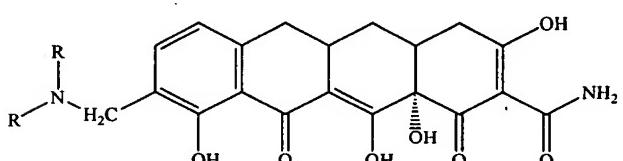
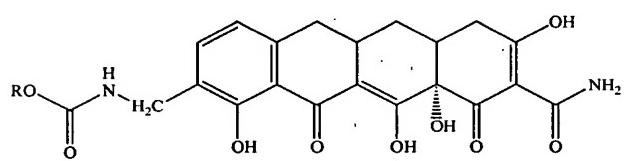
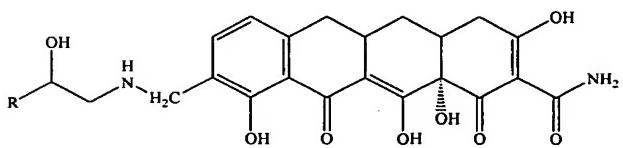
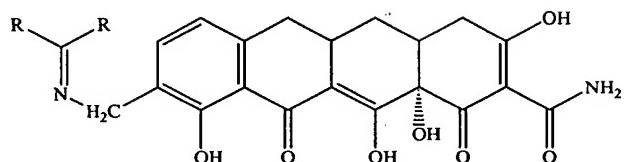
23. **(Original)** The tetracycline compound of claim 16, wherein J^5 is heteroaryl.

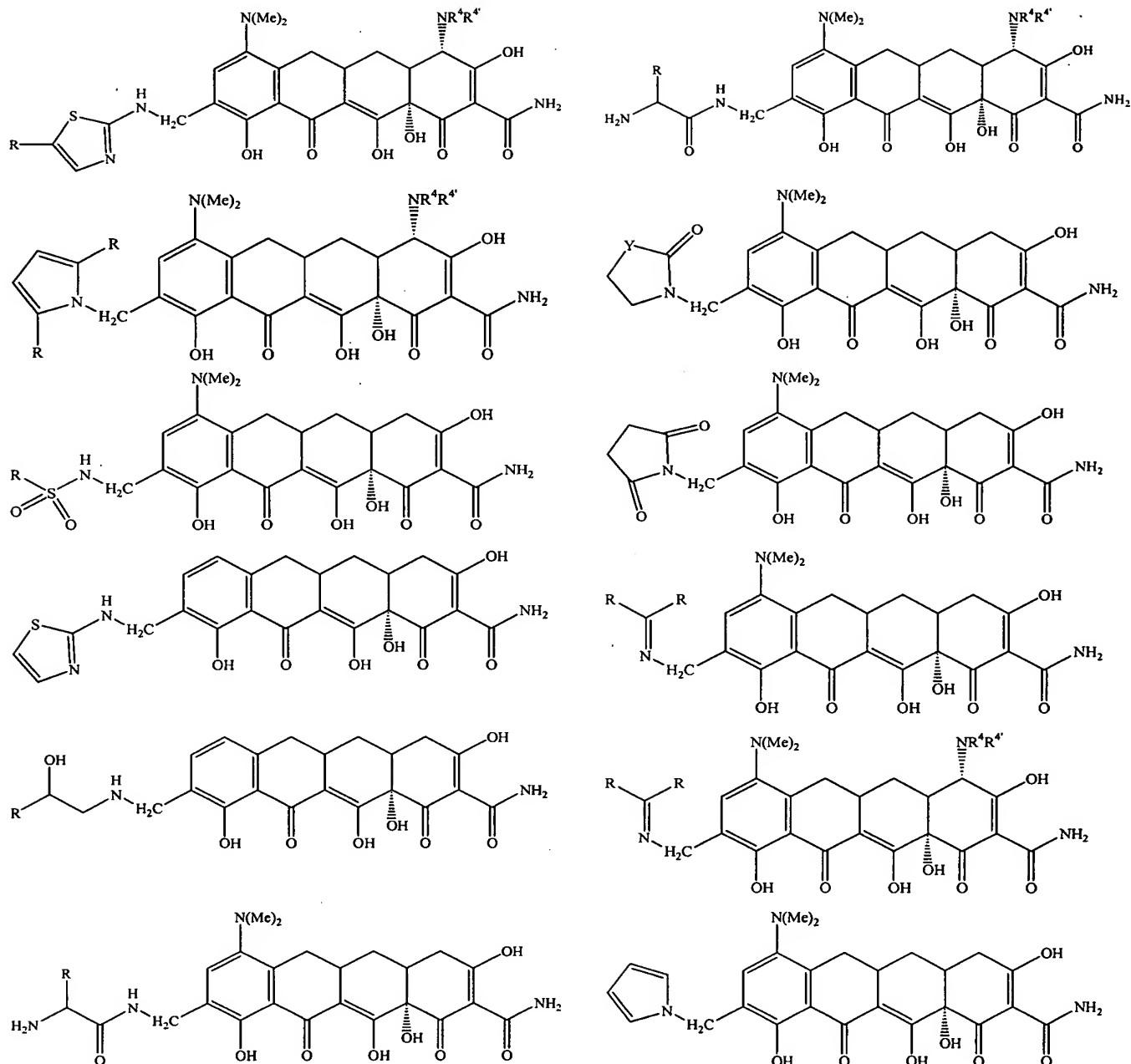
24. **(Original)** The tetracycline compound of claim 16, wherein J^5 is substituted carbonyl.

25. **(Previously Presented)** The tetracycline compound of claim 16, wherein said compound is selected from the group consisting of:







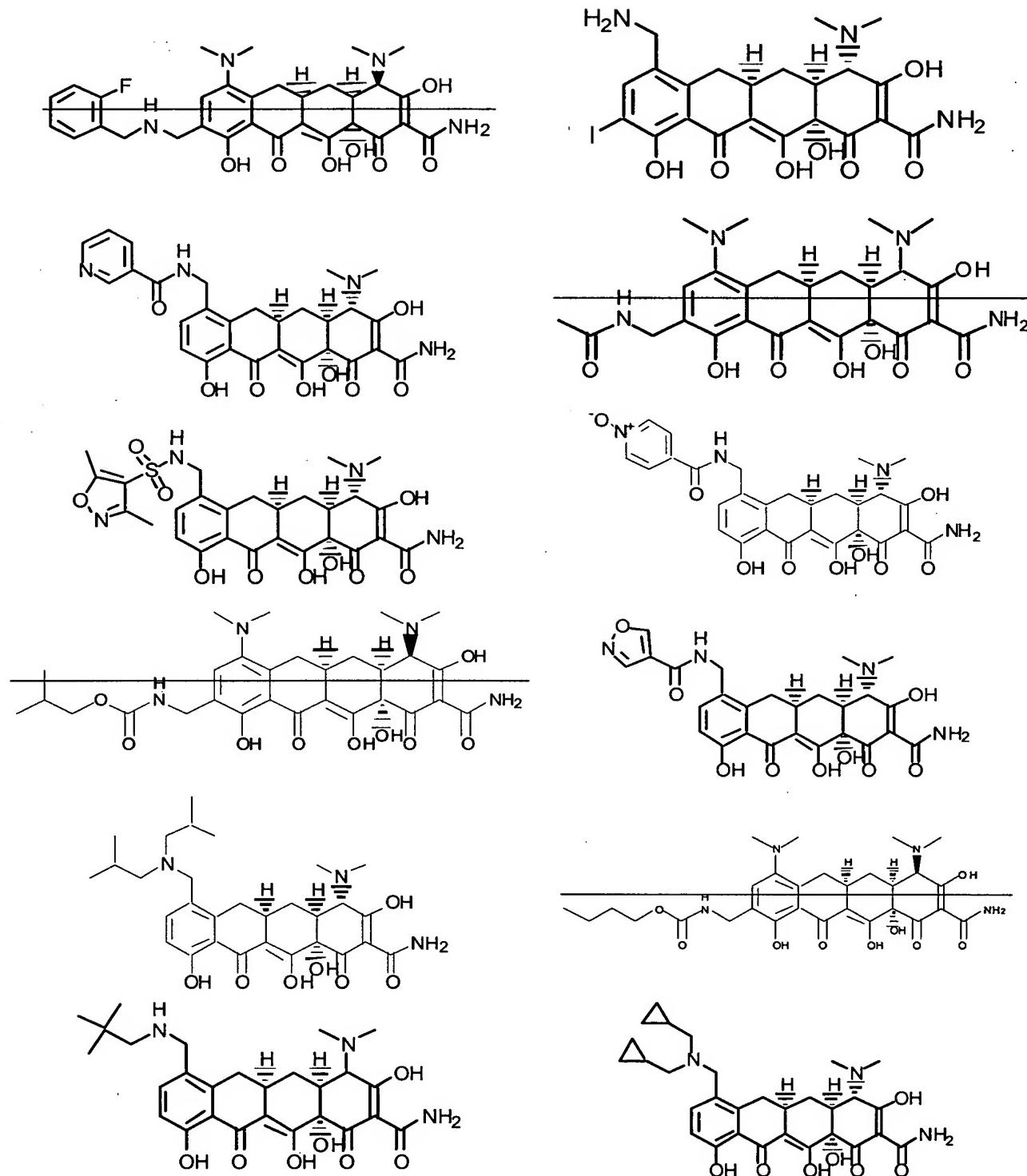


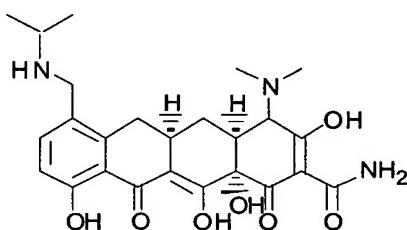
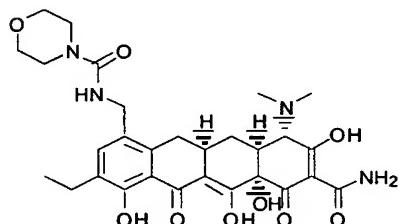
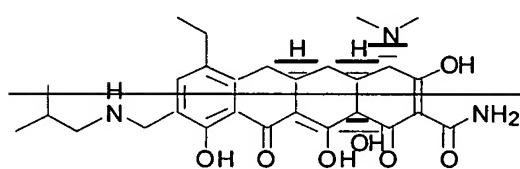
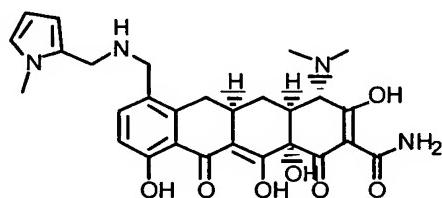
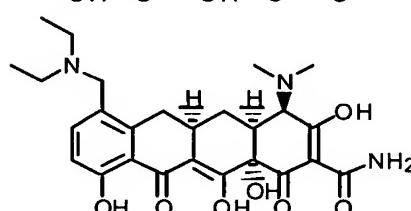
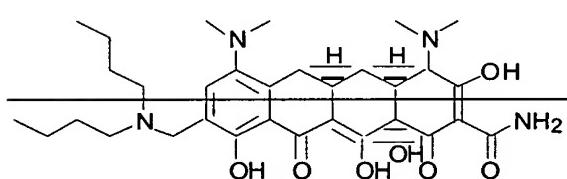
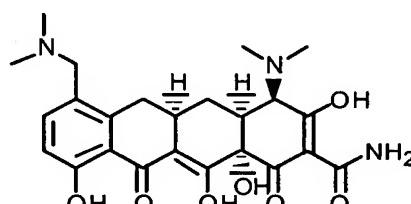
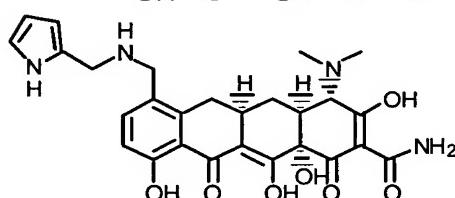
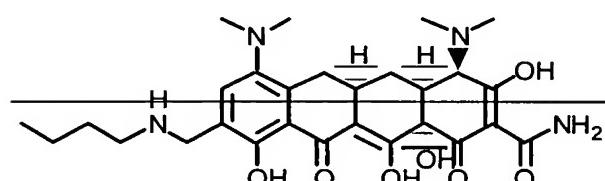
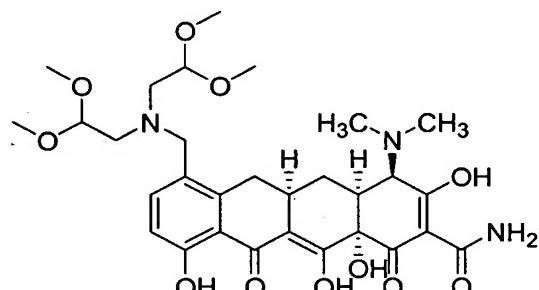
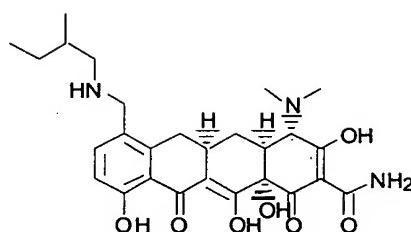
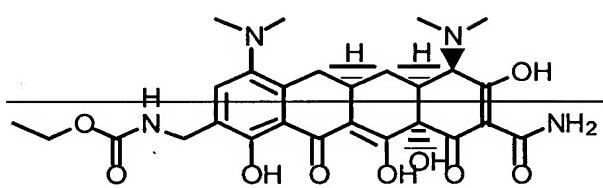
wherein

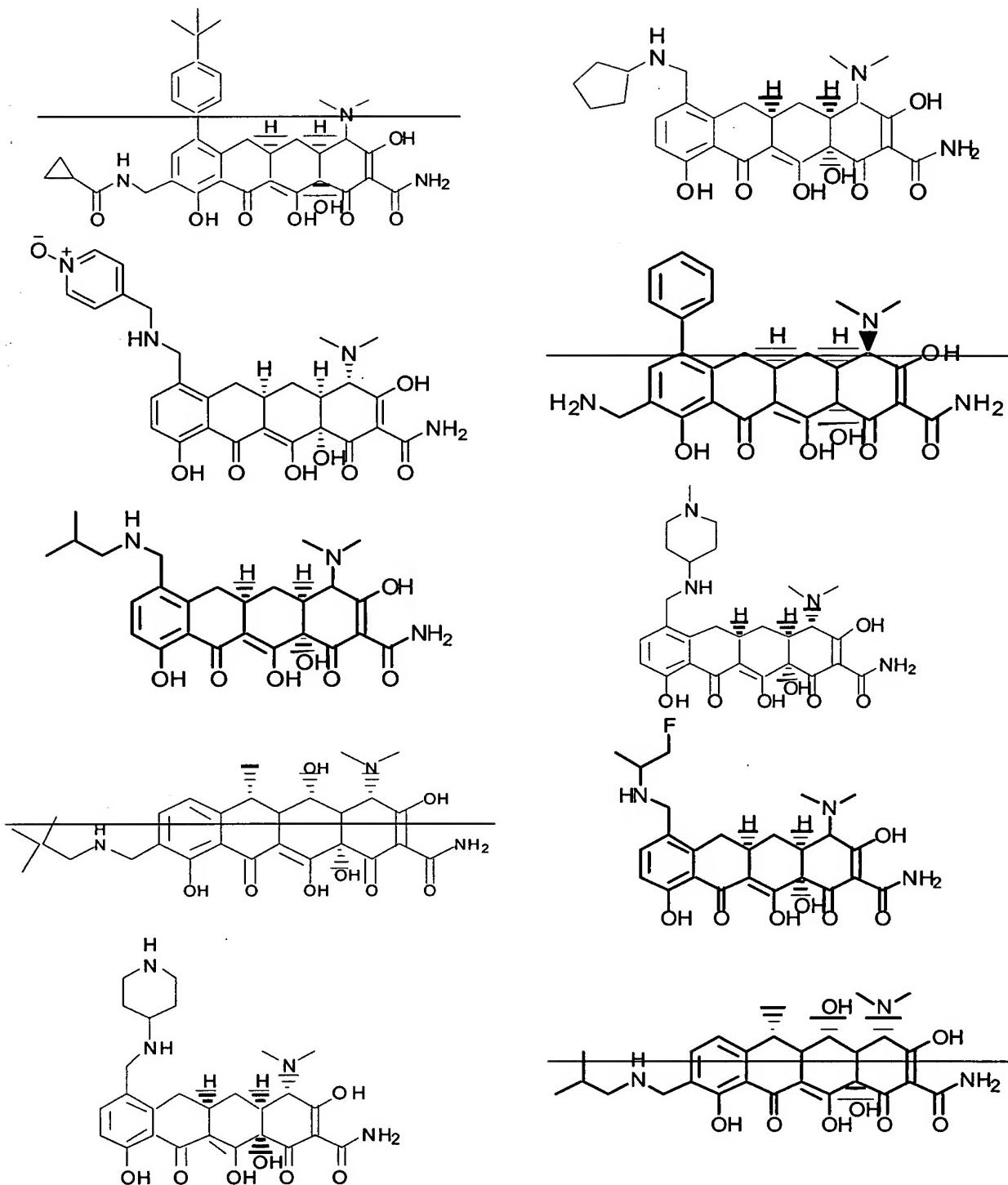
R is substituted or unsubstituted alkyl, alkenyl, alkynyl, halogen, alkoxy; and
Y is N, O, or S, or pharmaceutically acceptable salts or prodrugs thereof.

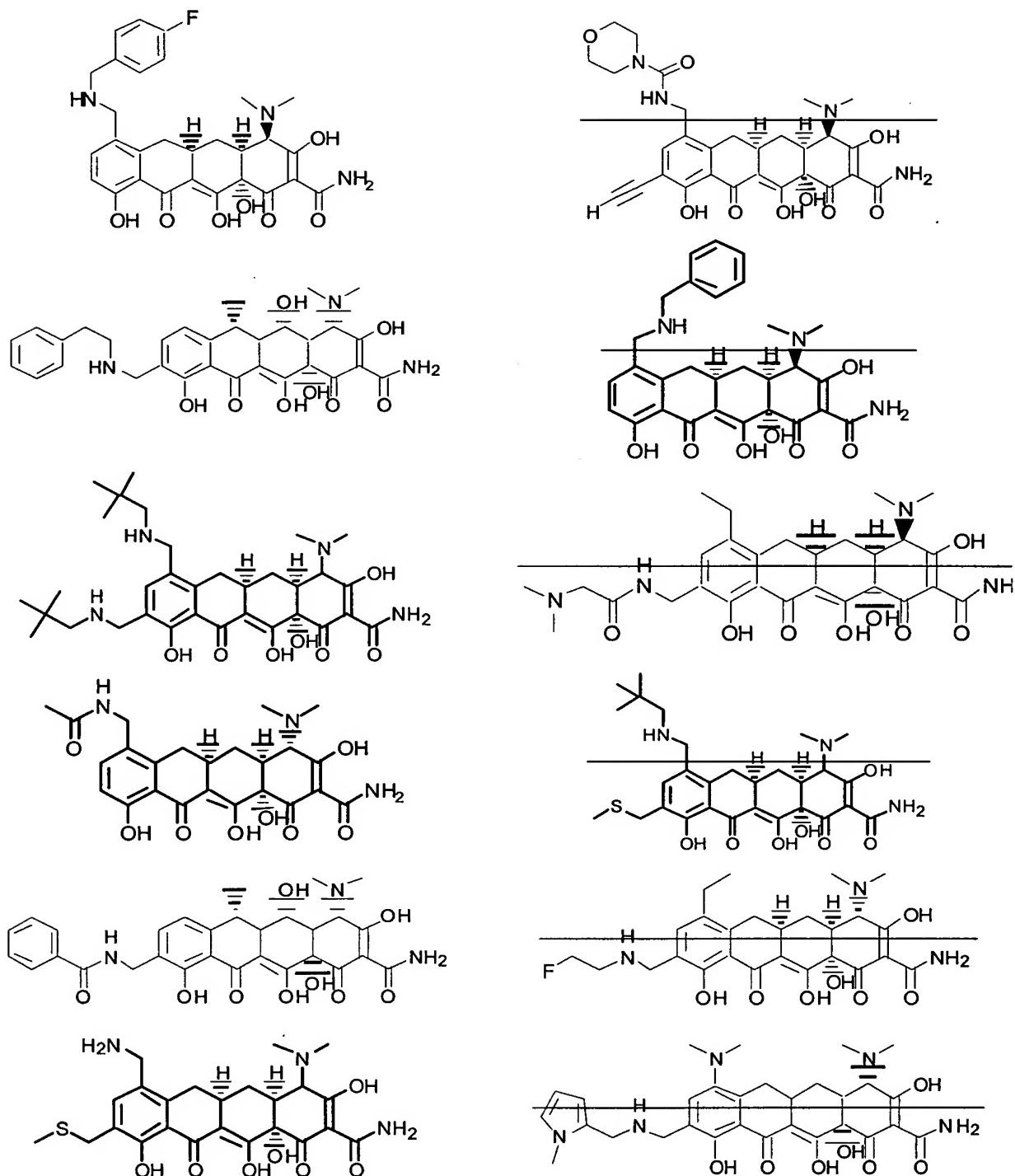
26. **(Currently Amended)**

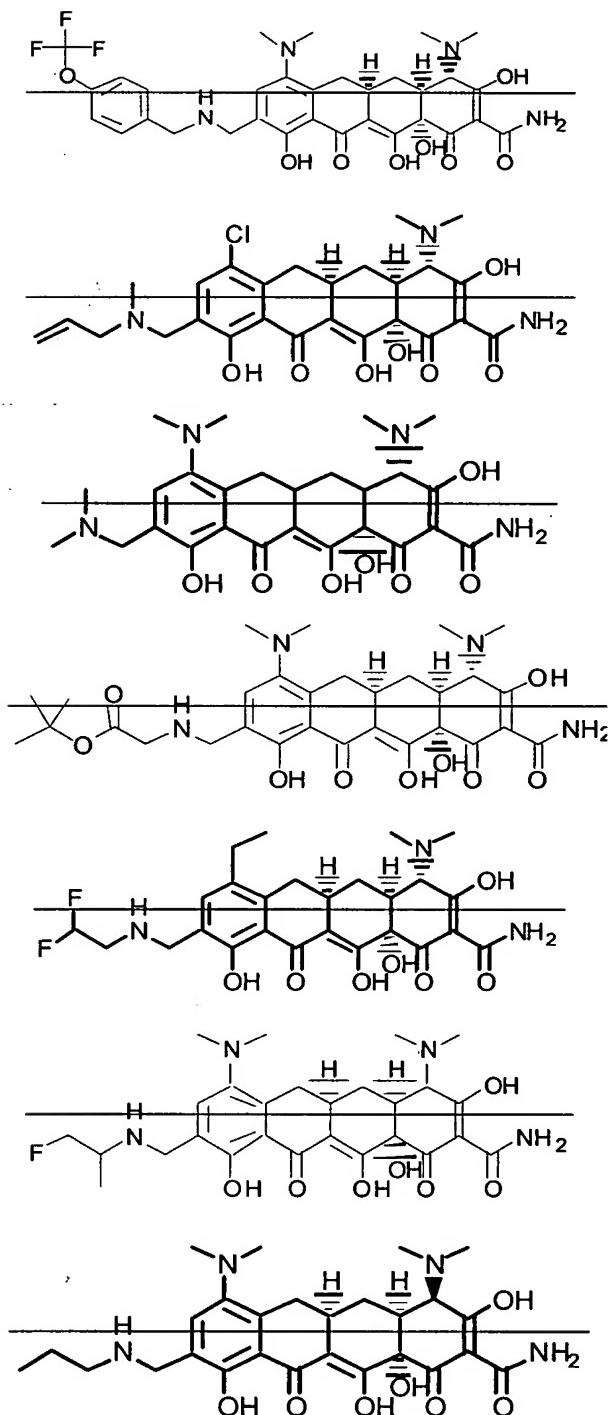
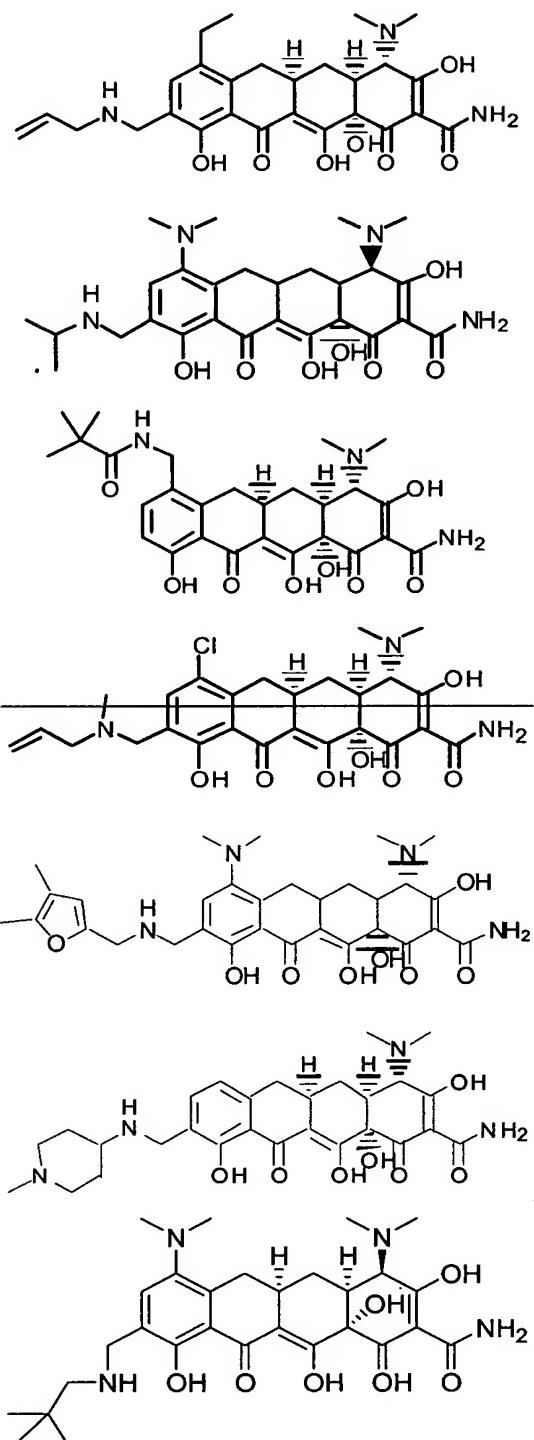
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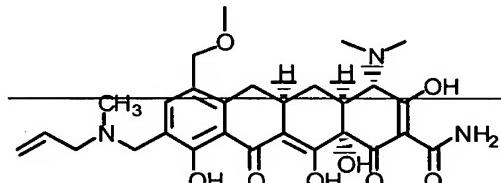
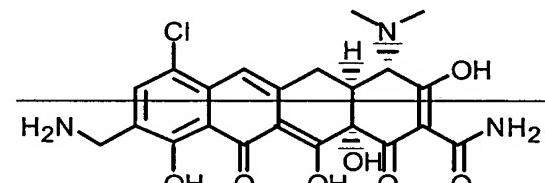
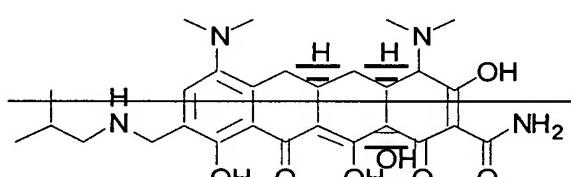
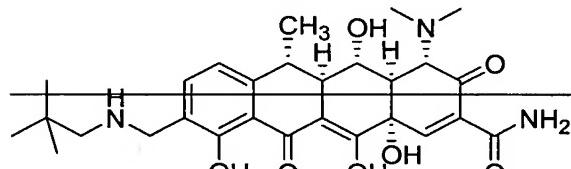
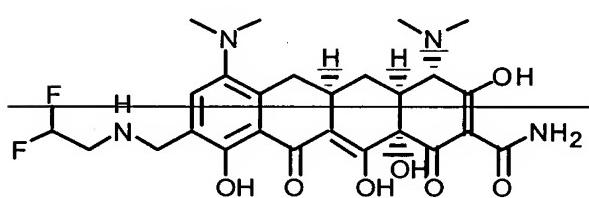
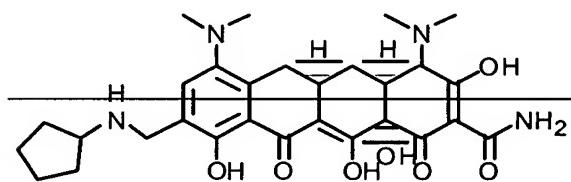
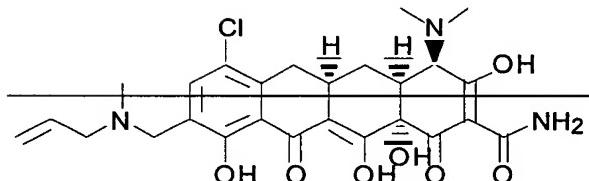
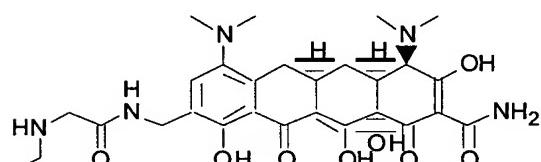
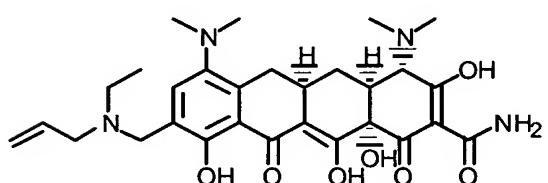
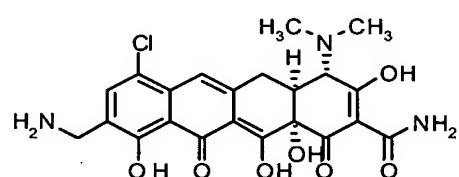
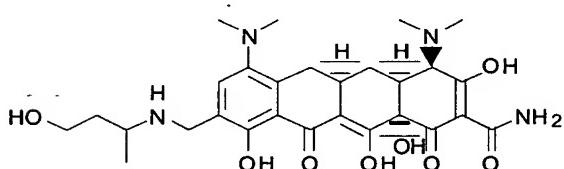
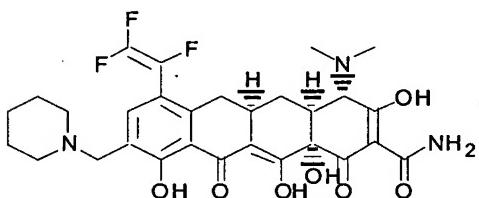
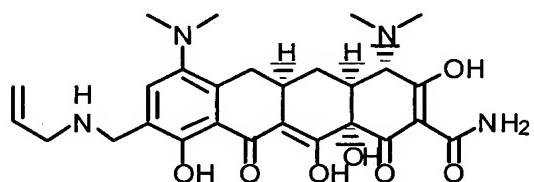


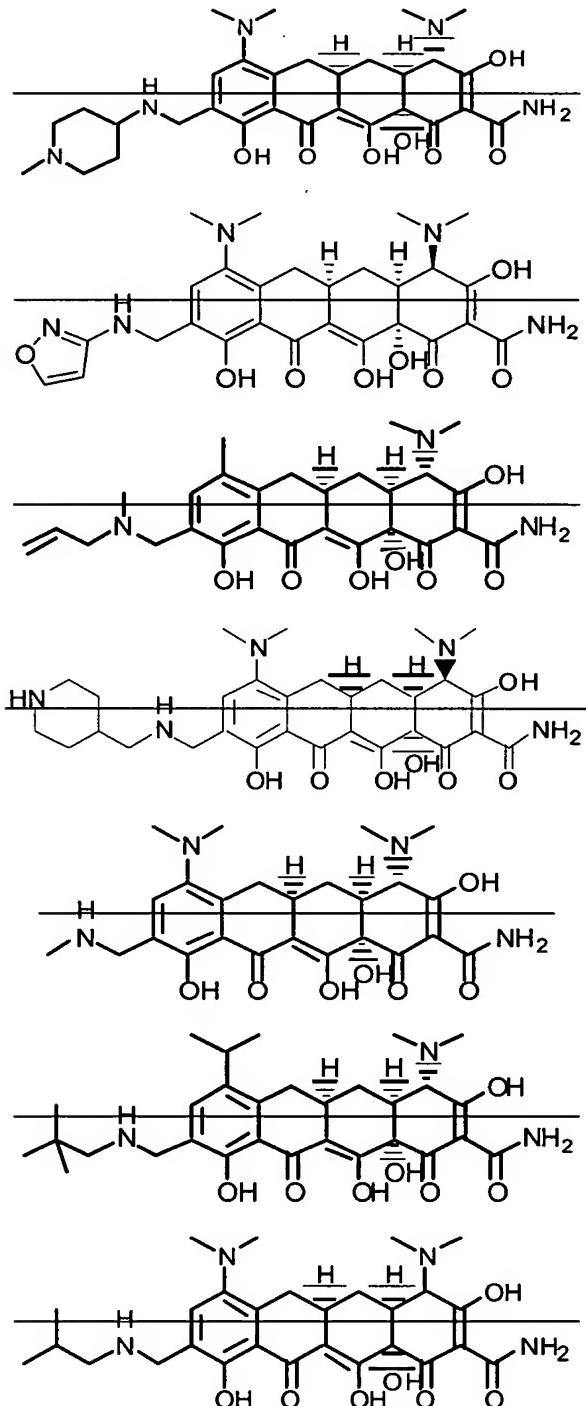
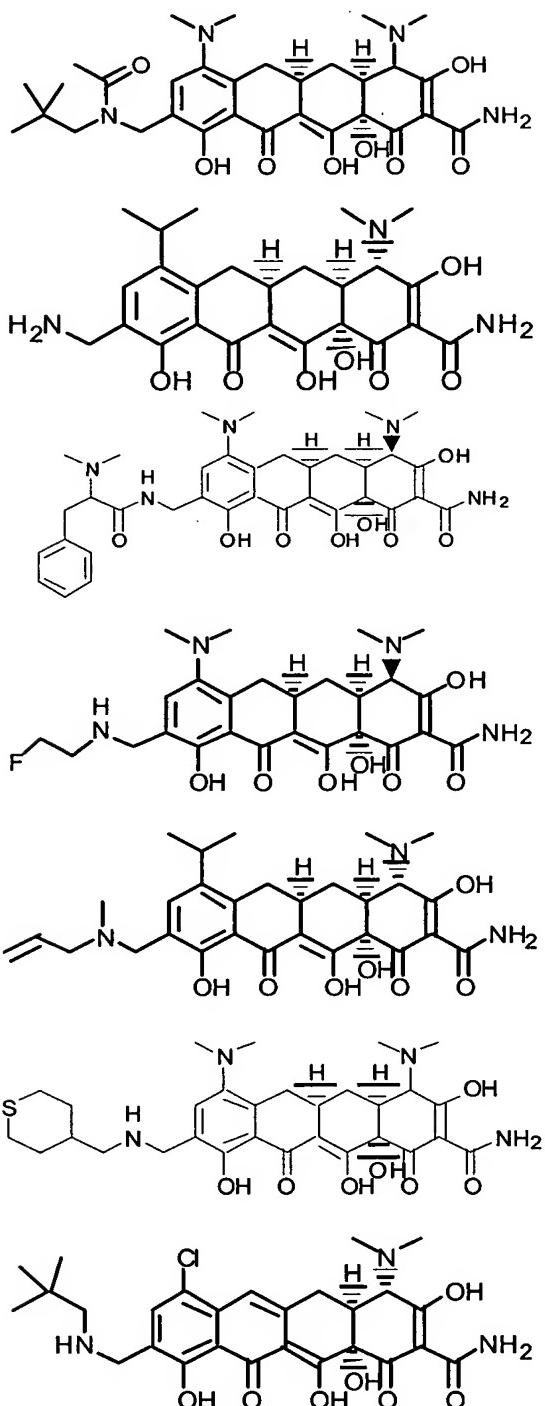


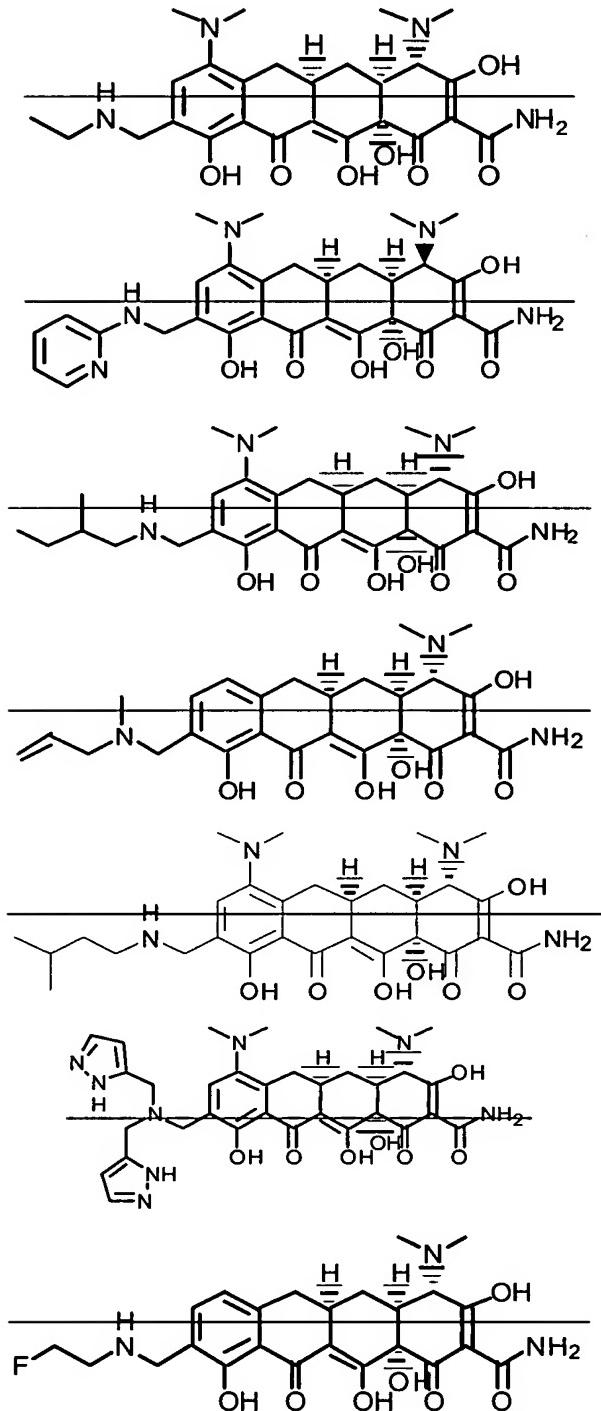
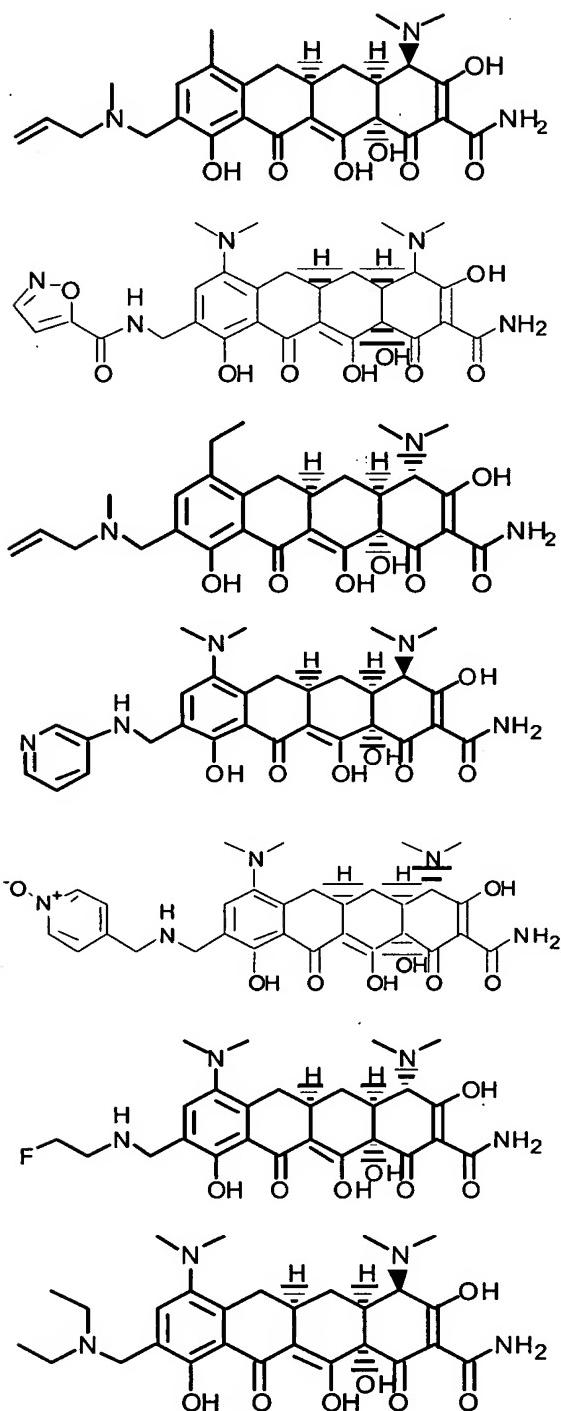


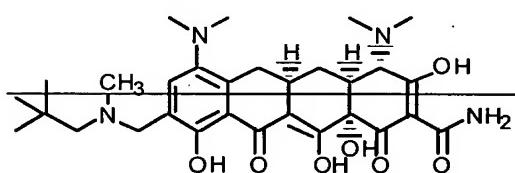
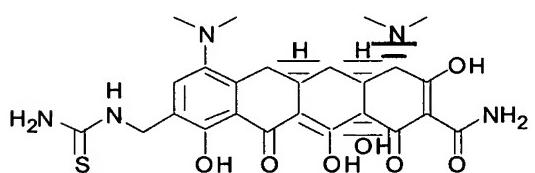
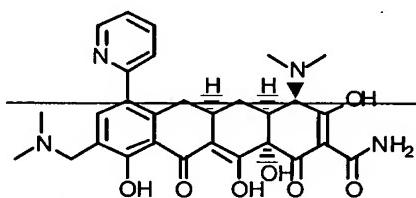
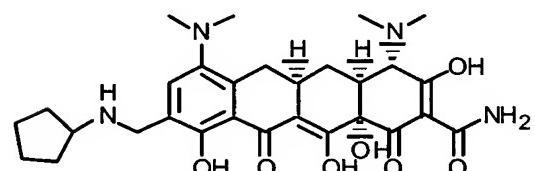
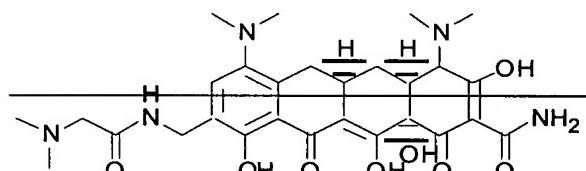
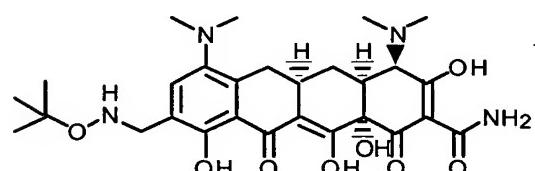
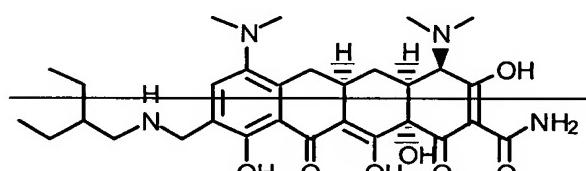
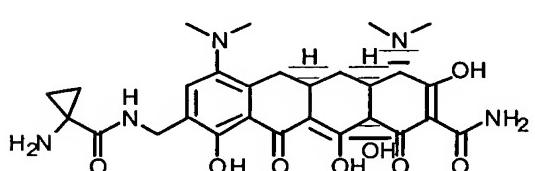
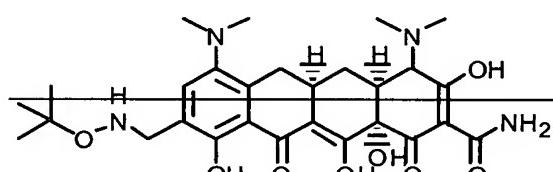
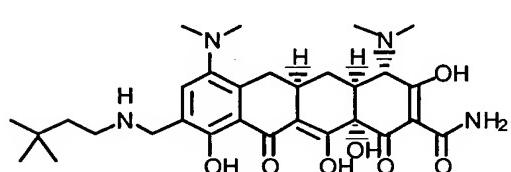
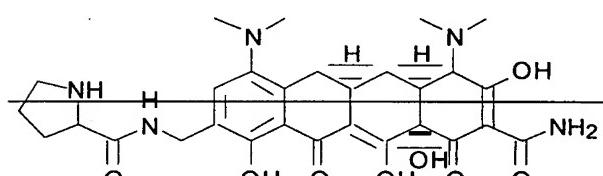
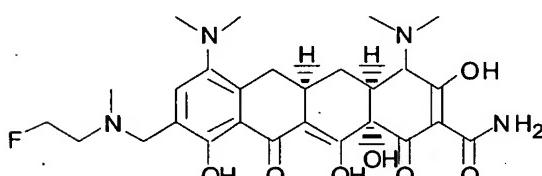
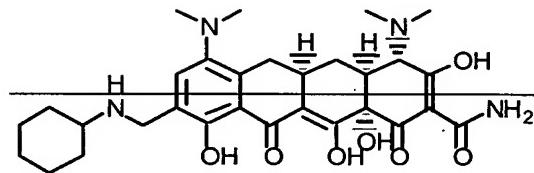
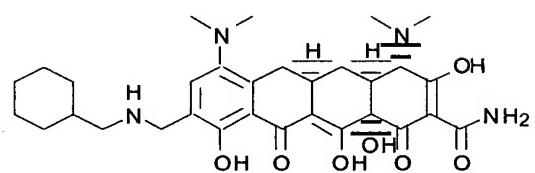


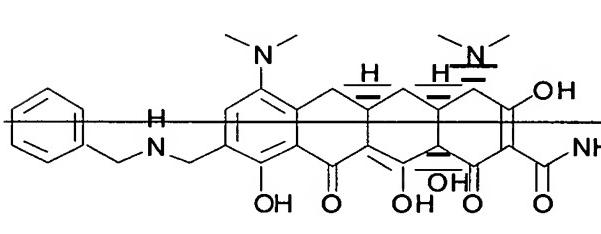
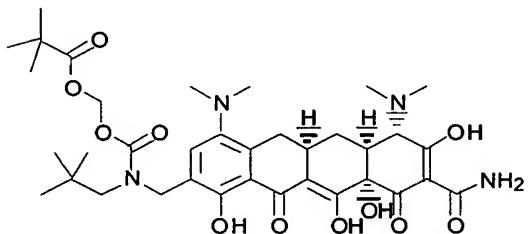
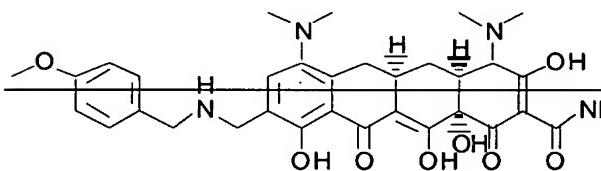
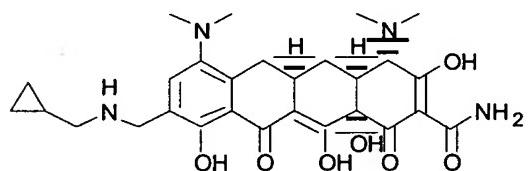
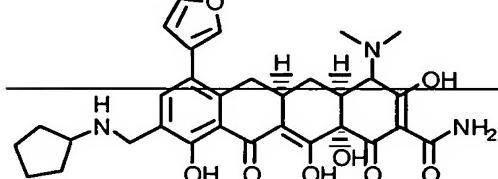
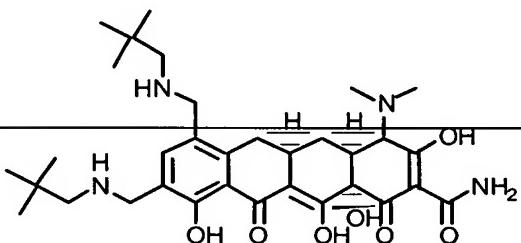
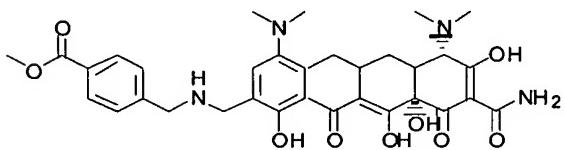
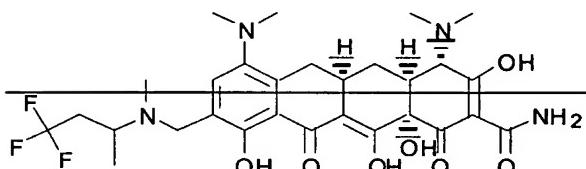
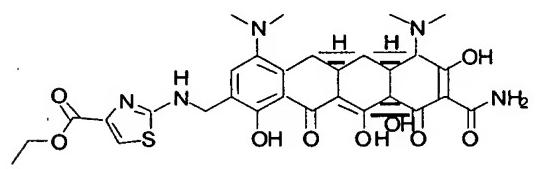
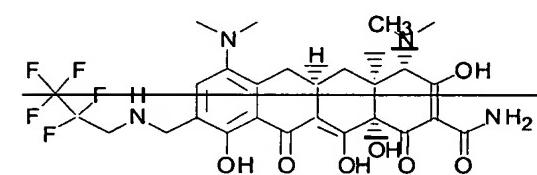
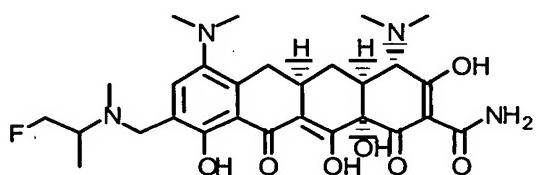
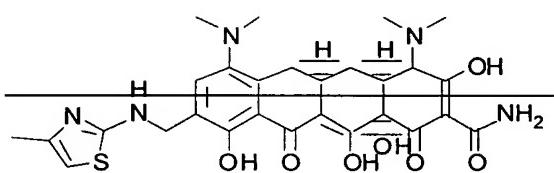
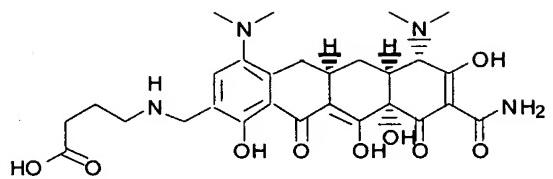


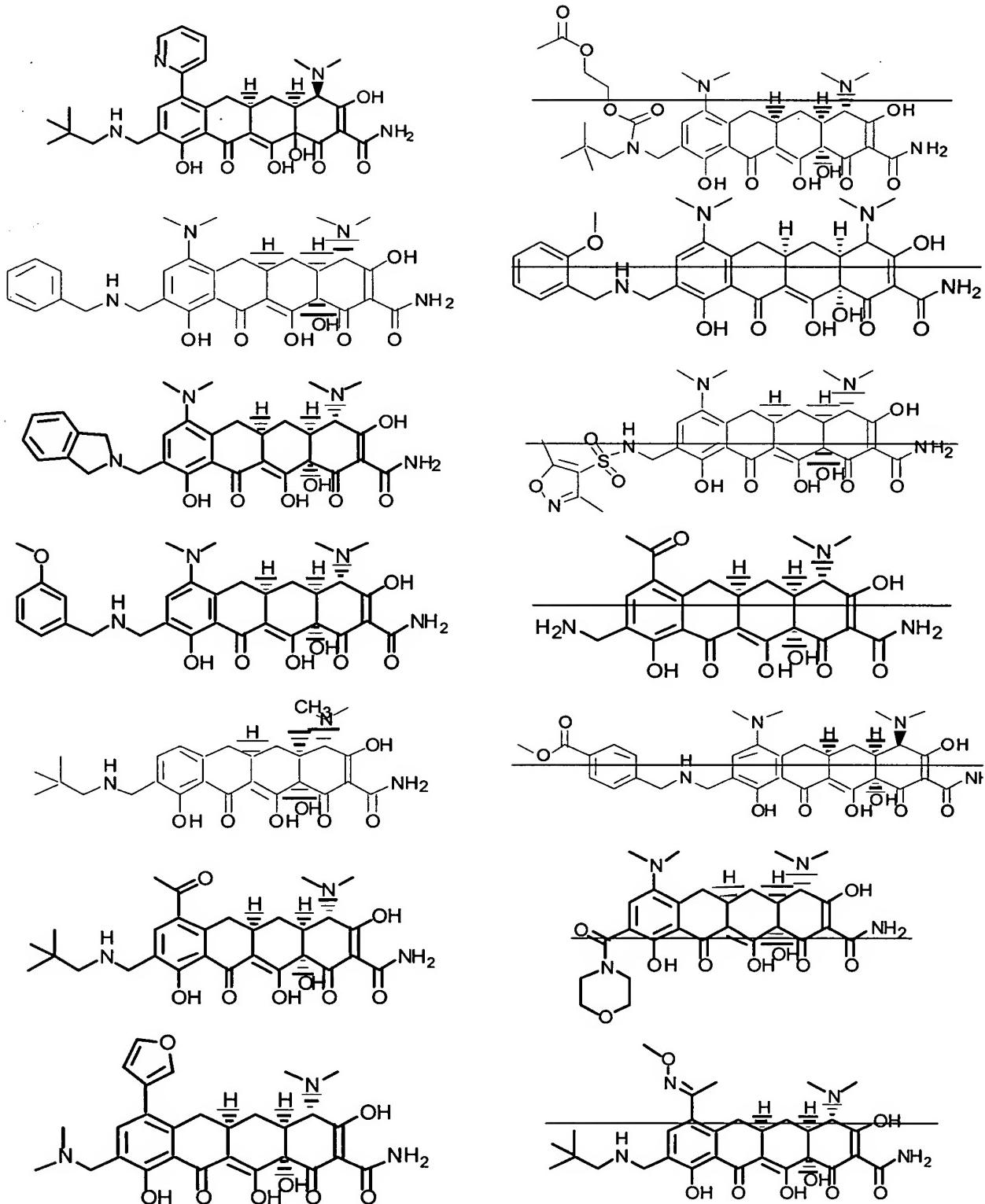


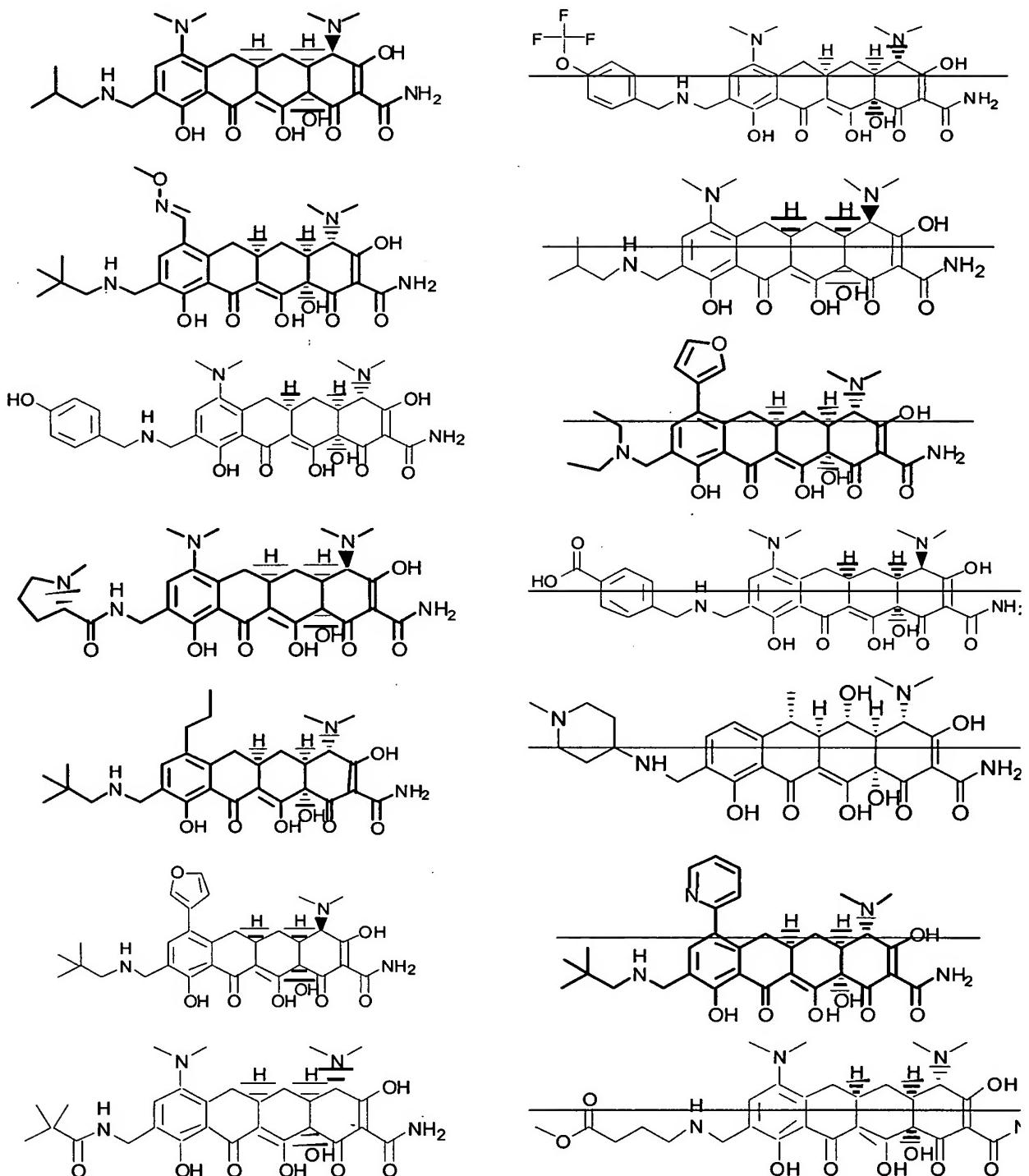


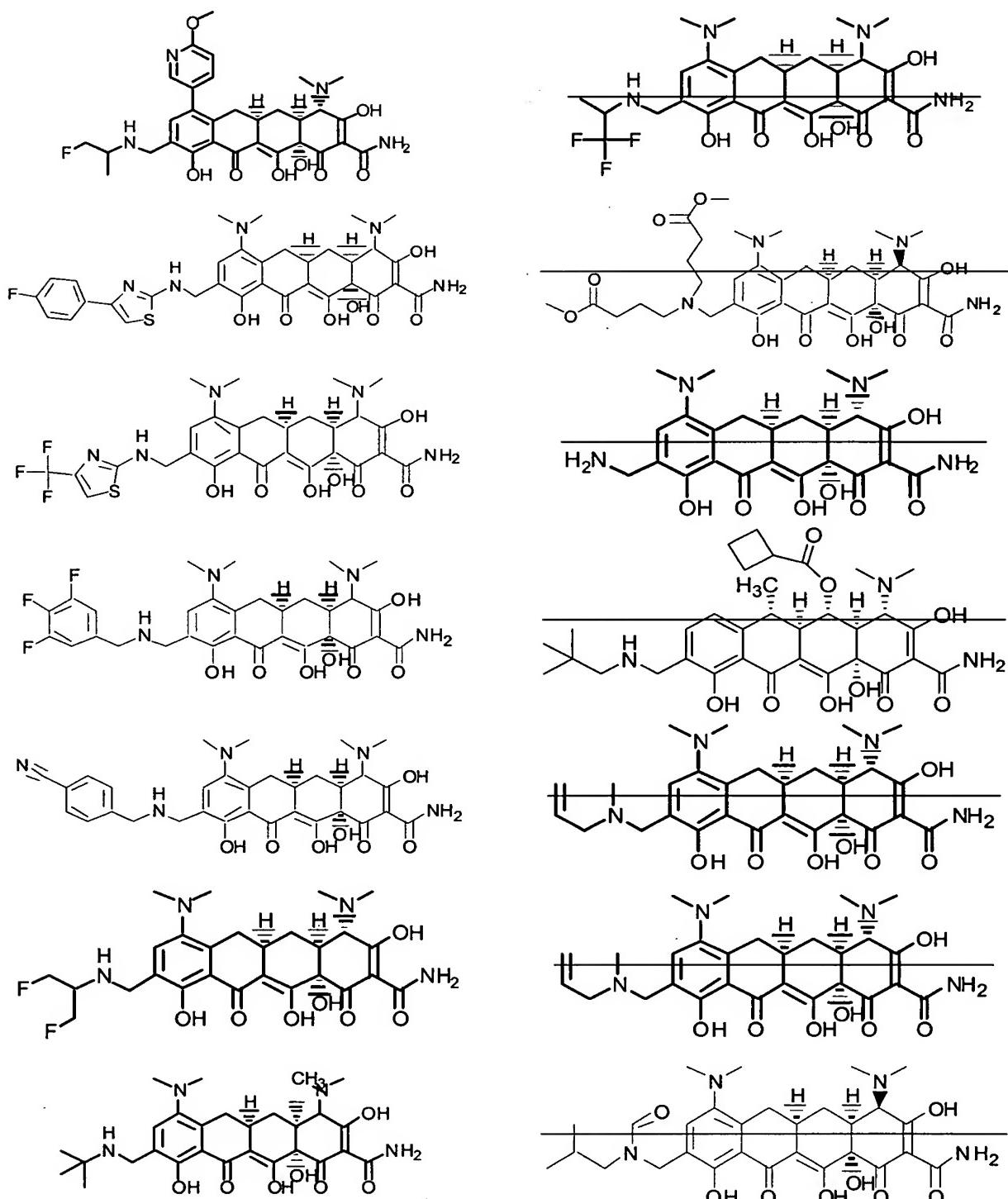


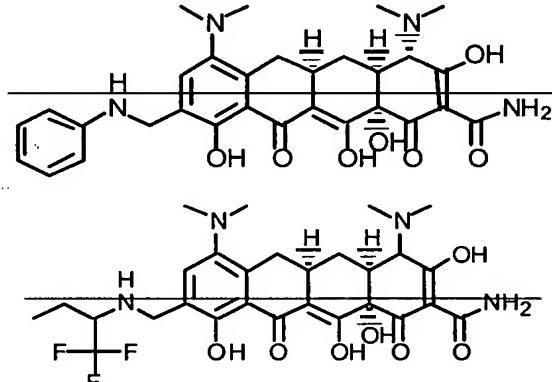
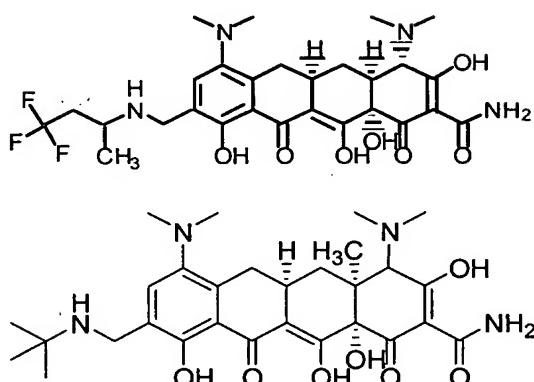












or a pharmaceutically acceptable salt thereof.

27. **(Previously Presented)** A pharmaceutical composition comprising an effective amount of a tetracycline compound of any one of claims 16, 25 or 26, and a pharmaceutically acceptable carrier.

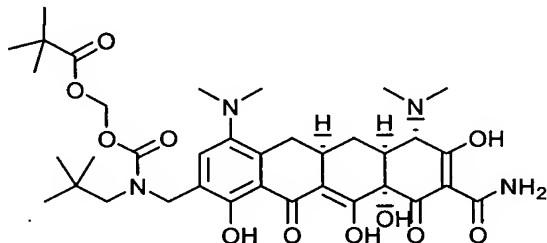
28. **(Original)** The pharmaceutical composition of claim 27, wherein said effective amount is effective to treat a tetracycline responsive state.

29.-42. **(Cancelled)**

43. **(Previously Presented)** The compound of claim 16, wherein R⁷ is dimethylamino.

44. **(Previously Presented)** The compound of claim 16 or 24, wherein J⁶ is alkyl.

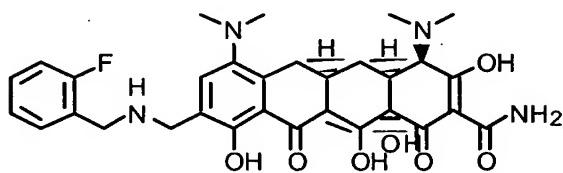
45. **(Currently Amended)** The compound of claim 44, wherein said compound is



, and pharmaceutically acceptable salts

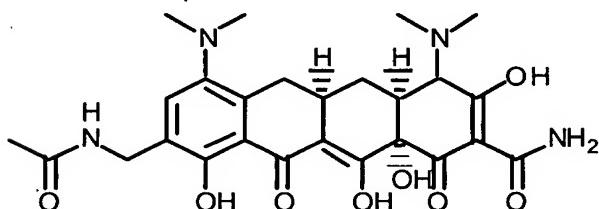
thereof.

46. (New) The compound of claim 16, wherein said compound is



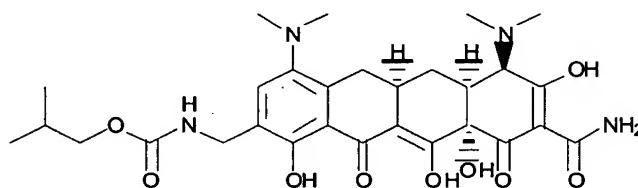
, and pharmaceutically acceptable salts thereof.

47. (New) The compound of claim 16, wherein said compound is



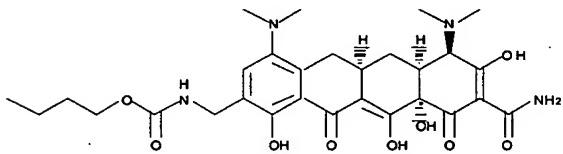
, and pharmaceutically acceptable salts thereof.

48. (New) The compound of claim 16, wherein said compound is



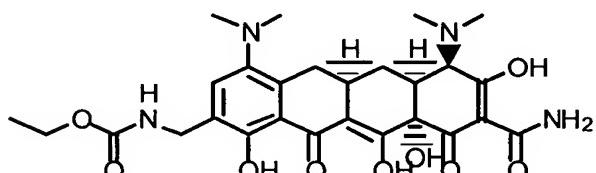
, and pharmaceutically acceptable salts thereof.

49. (New) The compound of claim 16, wherein said compound is



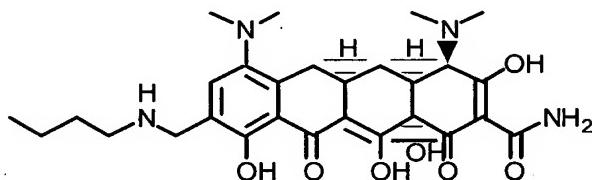
, and pharmaceutically acceptable salts thereof.

50. (New) The compound of claim 16, wherein said compound is



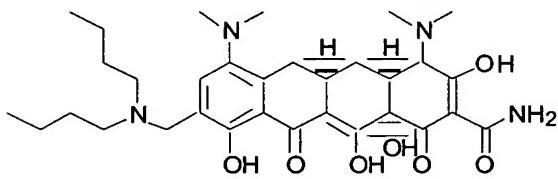
, and pharmaceutically acceptable salts thereof.

51. (New) The compound of claim 16, wherein said compound is



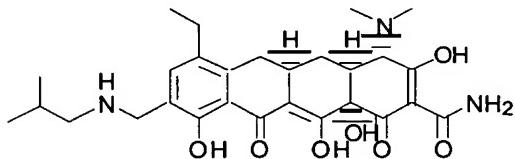
, and pharmaceutically acceptable salts thereof.

52. (New) The compound of claim 16, wherein said compound is



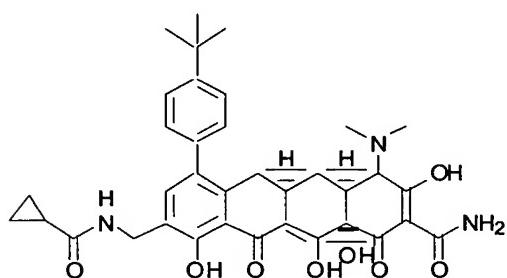
, and pharmaceutically acceptable salts thereof.

53. (New) The compound of claim 16, wherein said compound is



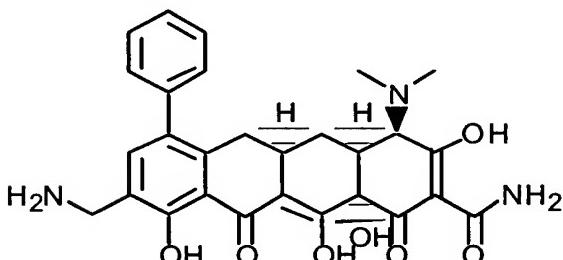
, and pharmaceutically acceptable salts thereof.

54. (New) The compound of claim 16, wherein said compound is



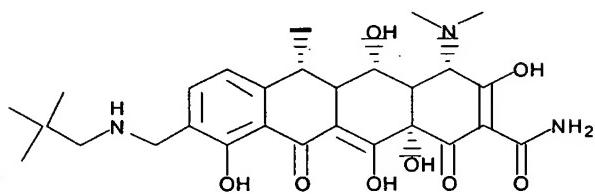
, and pharmaceutically acceptable salts thereof.

55. (New) The compound of claim 16, wherein said compound is



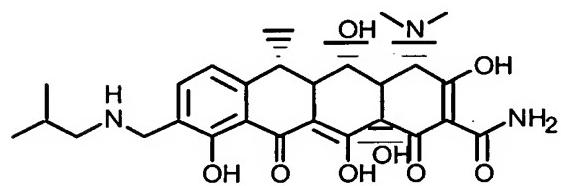
, and pharmaceutically acceptable salts thereof.

56. **(New)** The compound of claim 16, wherein said compound is



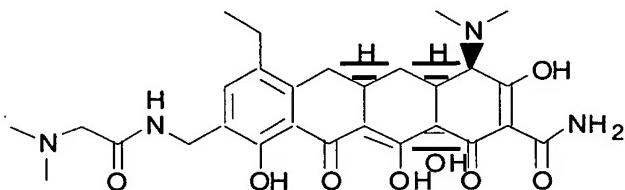
, and pharmaceutically acceptable salts thereof.

57. **(New)** The compound of claim 16, wherein said compound is



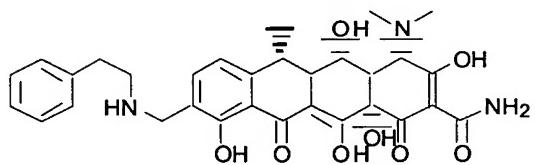
, and pharmaceutically acceptable salts thereof.

58. **(New)** The compound of claim 16, wherein said compound is



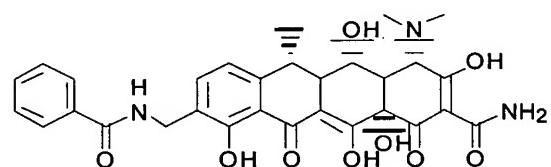
, and pharmaceutically acceptable salts thereof.

59. **(New)** The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

60. **(New)** The compound of claim 16, wherein said compound is



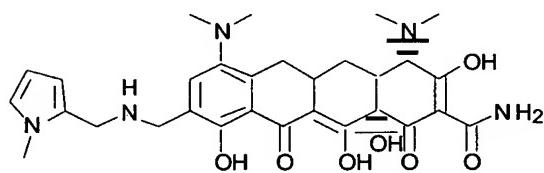
, and pharmaceutically acceptable salts thereof.

61. **(New)** The compound of claim 16, wherein said compound is



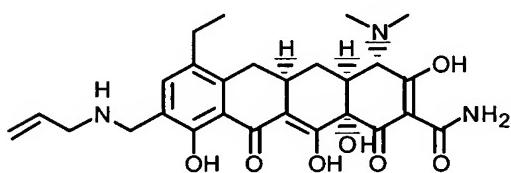
, and pharmaceutically acceptable salts thereof.

62. **(New)** The compound of claim 16, wherein said compound is



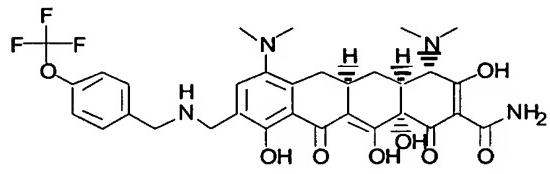
, and pharmaceutically acceptable salts thereof.

63. **(New)** The compound of claim 16, wherein said compound is



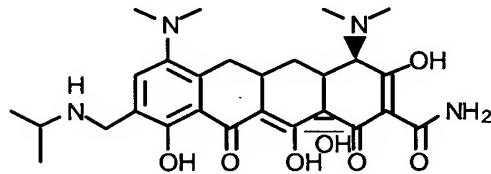
, and pharmaceutically acceptable salts thereof.

64. **(New)** The compound of claim 16, wherein said compound is



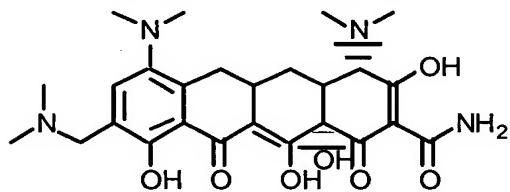
, and pharmaceutically acceptable salts thereof.

65. **(New)** The compound of claim 16, wherein said compound is



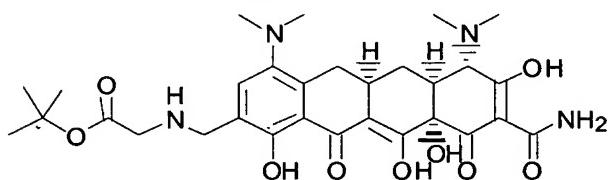
, and pharmaceutically acceptable salts thereof.

66. (New) The compound of claim 16, wherein said compound is



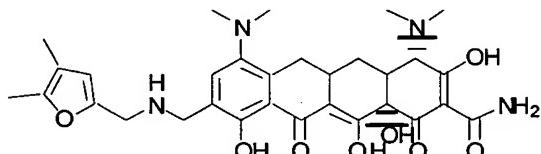
, and pharmaceutically acceptable salts thereof.

67. (New) The compound of claim 16, wherein said compound is



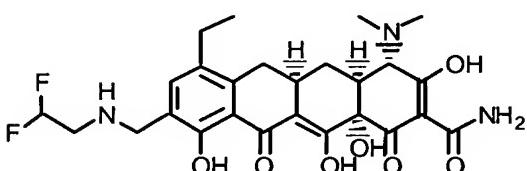
, and pharmaceutically acceptable salts thereof.

68. (New) The compound of claim 16, wherein said compound is



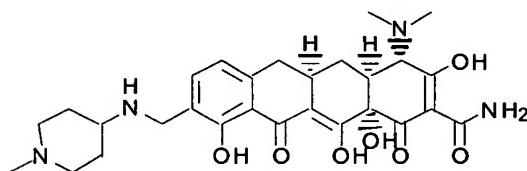
, and pharmaceutically acceptable salts thereof.

69. (New) The compound of claim 16, wherein said compound is



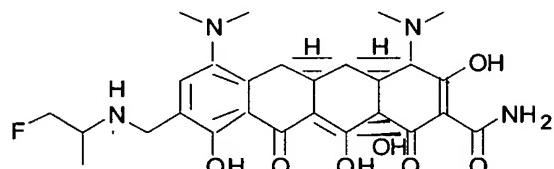
, and pharmaceutically acceptable salts thereof.

70. (New) The compound of claim 16, wherein said compound is



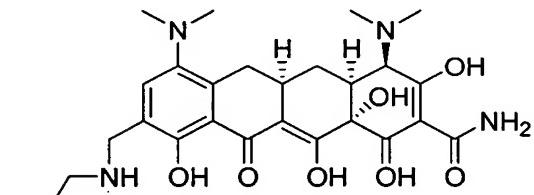
, and pharmaceutically acceptable salts thereof.

71. (New) The compound of claim 16, wherein said compound is



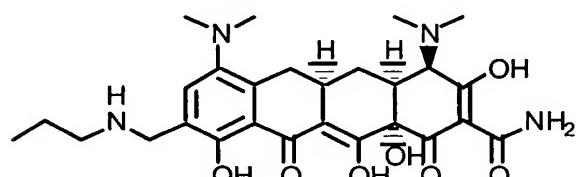
, and pharmaceutically acceptable salts thereof.

72. (New) The compound of claim 16, wherein said compound is



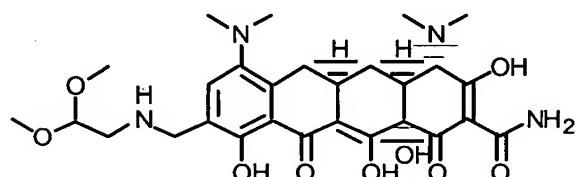
, and pharmaceutically acceptable salts thereof.

73. (New) The compound of claim 16, wherein said compound is



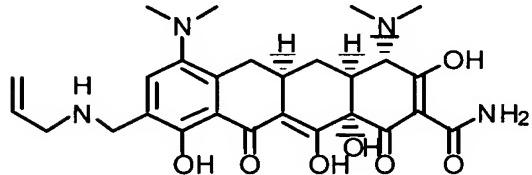
, and pharmaceutically acceptable salts thereof.

74. (New) The compound of claim 16, wherein said compound is



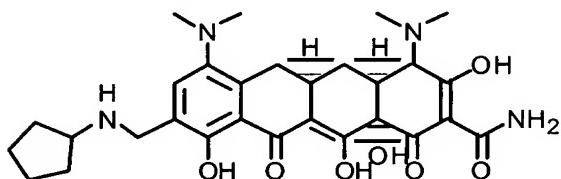
, and pharmaceutically acceptable salts thereof.

75. (New) The compound of claim 16, wherein said compound is



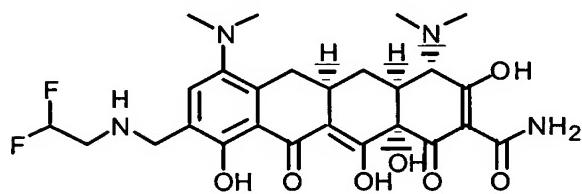
, and pharmaceutically acceptable salts thereof.

76. (New) The compound of claim 16, wherein said compound is



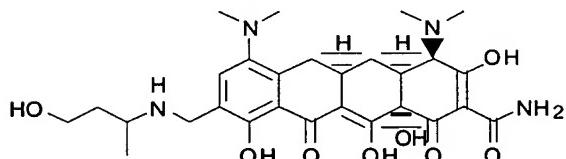
, and pharmaceutically acceptable salts thereof.

77. (New) The compound of claim 16, wherein said compound is



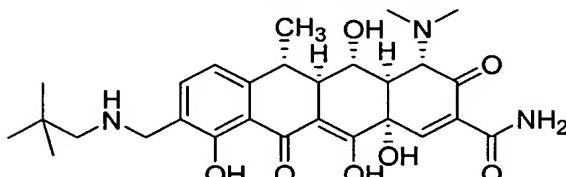
, and pharmaceutically acceptable salts thereof.

78. (New) The compound of claim 16, wherein said compound is



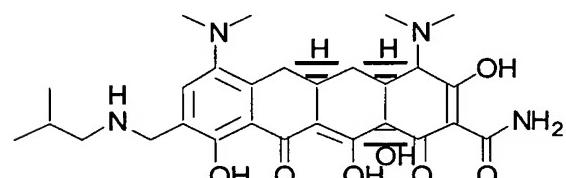
, and pharmaceutically acceptable salts thereof.

79. (New) The compound of claim 16, wherein said compound is



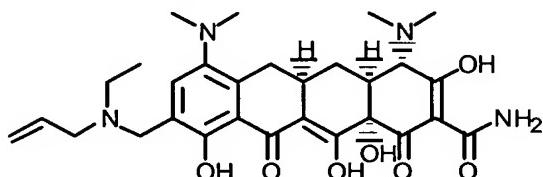
, and pharmaceutically acceptable salts thereof.

80. (New) The compound of claim 16, wherein said compound is



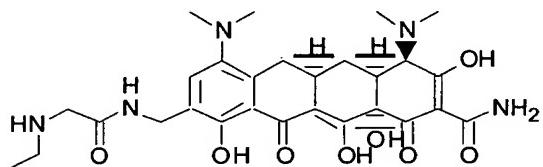
, and pharmaceutically acceptable salts thereof.

81. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

82. (New) The compound of claim 16, wherein said compound is



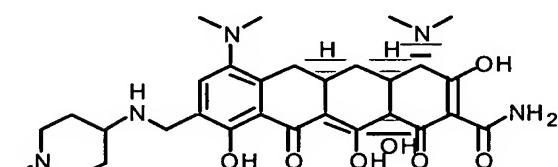
, and pharmaceutically acceptable salts thereof.

83. (New) The compound of claim 16, wherein said compound is



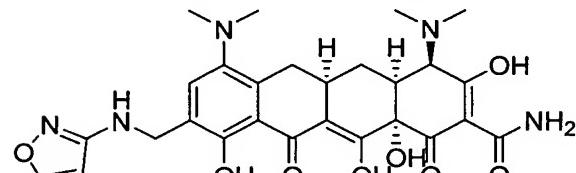
, and pharmaceutically acceptable salts thereof.

84. (New) The compound of claim 16, wherein said compound is



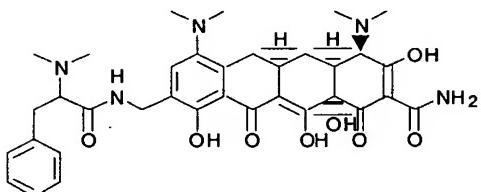
, and pharmaceutically acceptable salts thereof.

85. (New) The compound of claim 16, wherein said compound is



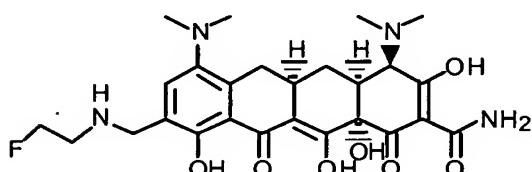
, and pharmaceutically acceptable salts thereof.

86. **(New)** The compound of claim 16, wherein said compound is



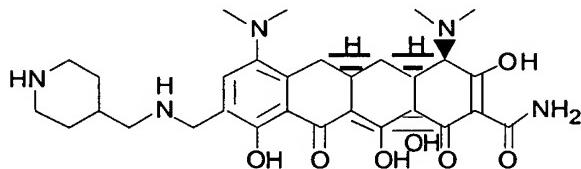
, and pharmaceutically acceptable salts thereof.

87. **(New)** The compound of claim 16, wherein said compound is



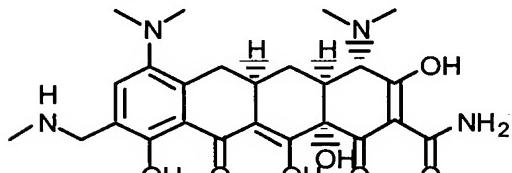
, and pharmaceutically acceptable salts thereof.

88. **(New)** The compound of claim 16, wherein said compound is



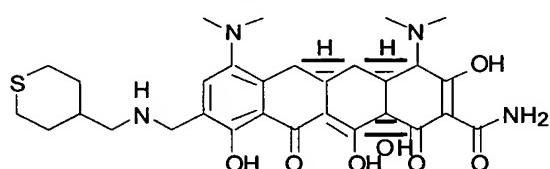
, and pharmaceutically acceptable salts thereof.

89. **(New)** The compound of claim 16, wherein said compound is



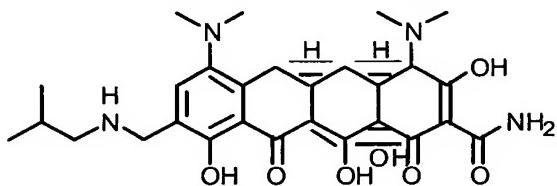
, and pharmaceutically acceptable salts thereof.

90. **(New)** The compound of claim 16, wherein said compound is



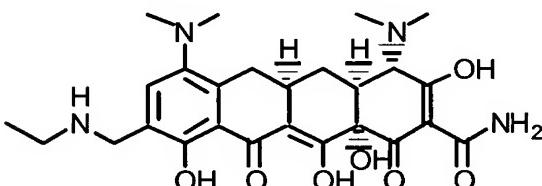
, and pharmaceutically acceptable salts thereof.

91. **(New)** The compound of claim 16, wherein said compound is



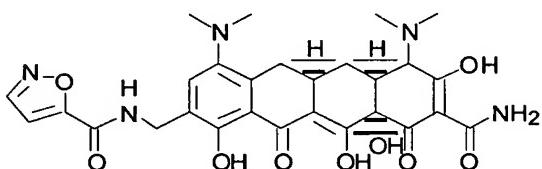
, and pharmaceutically acceptable salts thereof.

92. **(New)** The compound of claim 16, wherein said compound is



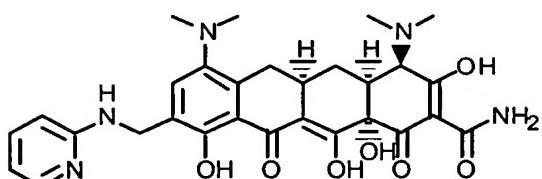
, and pharmaceutically acceptable salts thereof.

93. **(New)** The compound of claim 16, wherein said compound is



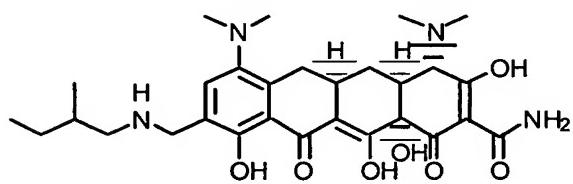
, and pharmaceutically acceptable salts thereof.

94. **(New)** The compound of claim 16, wherein said compound is



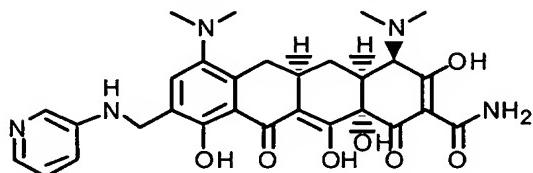
, and pharmaceutically acceptable salts thereof.

95. **(New)** The compound of claim 16, wherein said compound is



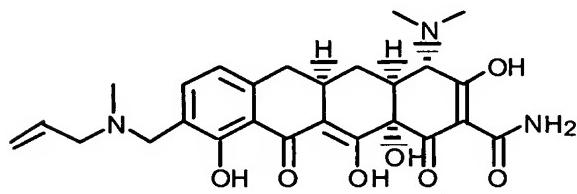
, and pharmaceutically acceptable salts thereof.

96. **(New)** The compound of claim 16, wherein said compound is



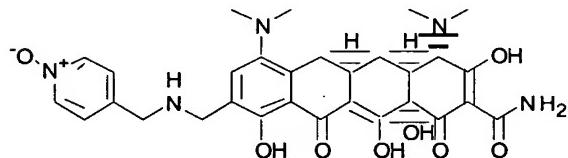
, and pharmaceutically acceptable salts thereof.

97. **(New)** The compound of claim 16, wherein said compound is



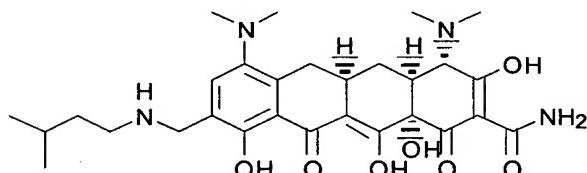
, and pharmaceutically acceptable salts thereof.

98. **(New)** The compound of claim 16, wherein said compound is



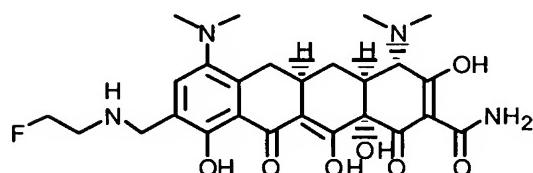
, and pharmaceutically acceptable salts thereof.

99. **(New)** The compound of claim 16, wherein said compound is



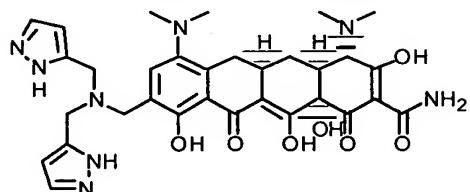
, and pharmaceutically acceptable salts thereof.

100. **(New)** The compound of claim 16, wherein said compound is



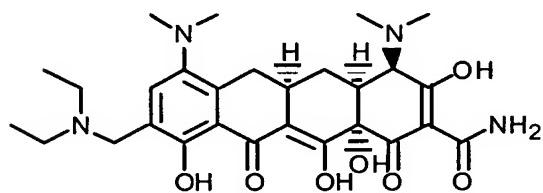
, and pharmaceutically acceptable salts thereof.

101. (New) The compound of claim 16, wherein said compound is



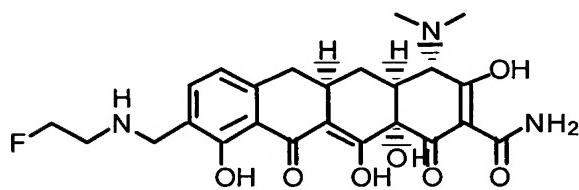
, and pharmaceutically acceptable salts thereof.

102. (New) The compound of claim 16, wherein said compound is



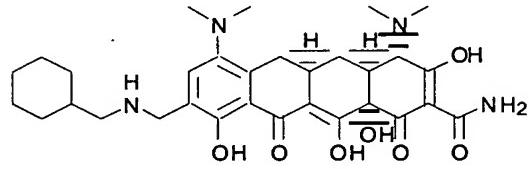
, and pharmaceutically acceptable salts thereof.

103. (New) The compound of claim 16, wherein said compound is



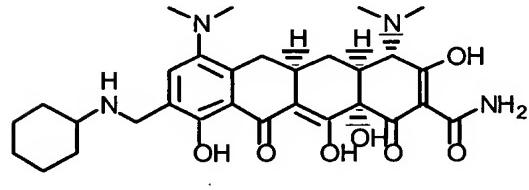
, and pharmaceutically acceptable salts thereof.

104. (New) The compound of claim 16, wherein said compound is



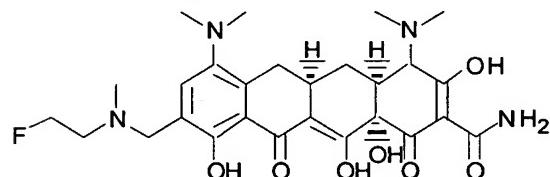
, and pharmaceutically acceptable salts thereof.

105. (New) The compound of claim 16, wherein said compound is



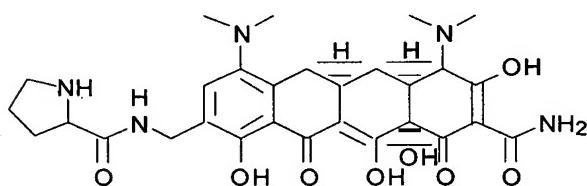
, and pharmaceutically acceptable salts thereof.

106. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

107. (New) The compound of claim 16, wherein said compound is



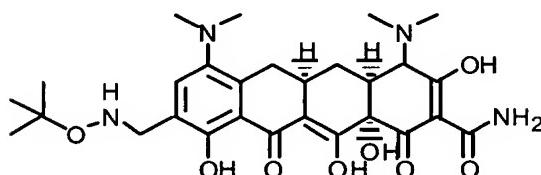
, and pharmaceutically acceptable salts thereof.

108. (New) The compound of claim 16, wherein said compound is



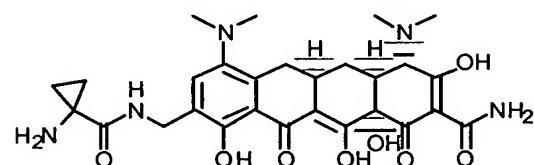
, and pharmaceutically acceptable salts thereof.

109. (New) The compound of claim 16, wherein said compound is



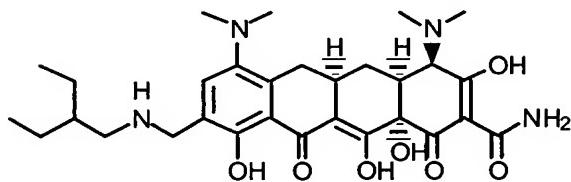
, and pharmaceutically acceptable salts thereof.

110. (New) The compound of claim 16, wherein said compound is



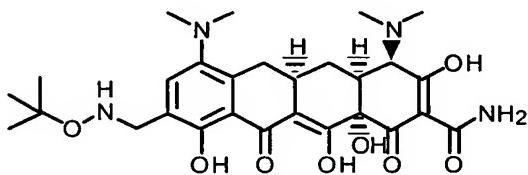
, and pharmaceutically acceptable salts thereof.

111. (New) The compound of claim 16, wherein said compound is



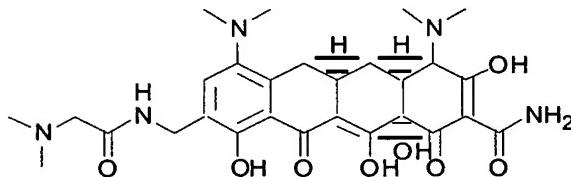
, and pharmaceutically acceptable salts thereof.

112. (New) The compound of claim 16, wherein said compound is



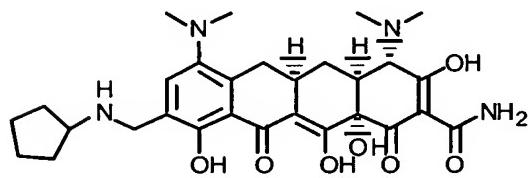
, and pharmaceutically acceptable salts thereof.

113. (New) The compound of claim 16, wherein said compound is



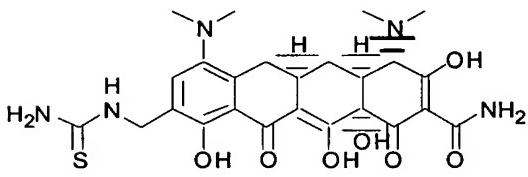
, and pharmaceutically acceptable salts thereof.

114. (New) The compound of claim 16, wherein said compound is



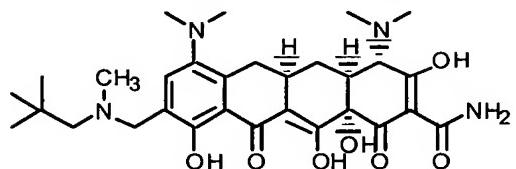
, and pharmaceutically acceptable salts thereof.

115. (New) The compound of claim 16, wherein said compound is



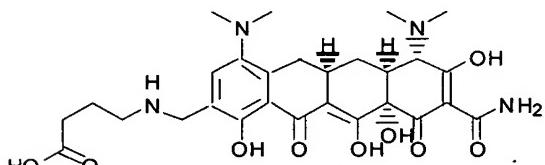
, and pharmaceutically acceptable salts thereof.

116. (New) The compound of claim 16, wherein said compound is



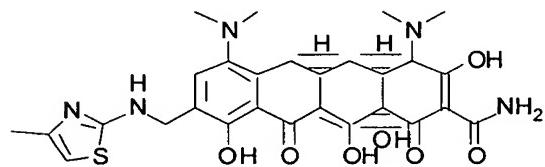
, and pharmaceutically acceptable salts thereof.

117. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

118. (New) The compound of claim 16, wherein said compound is



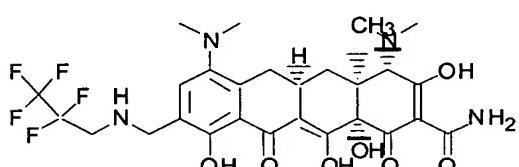
, and pharmaceutically acceptable salts thereof.

119. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

120. (New) The compound of claim 16, wherein said compound is



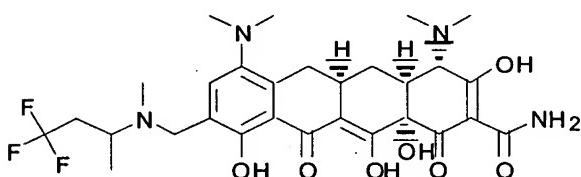
, and pharmaceutically acceptable salts thereof.

121. (New) The compound of claim 16, wherein said compound is



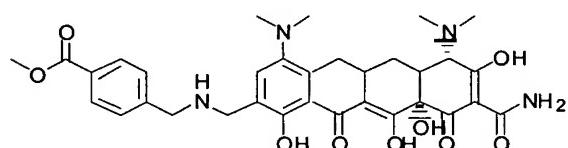
, and pharmaceutically acceptable salts thereof.

122. (New) The compound of claim 16, wherein said compound is



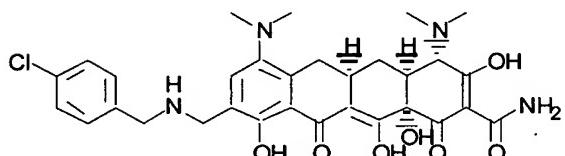
, and pharmaceutically acceptable salts thereof.

123. (New) The compound of claim 16, wherein said compound is



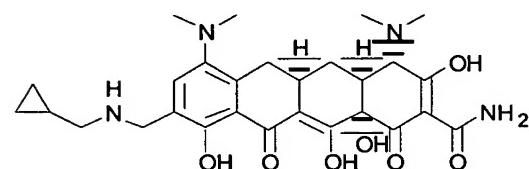
, and pharmaceutically acceptable salts thereof.

124. (New) The compound of claim 16, wherein said compound is



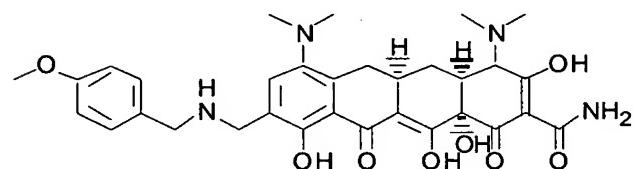
, and pharmaceutically acceptable salts thereof.

125. (New) The compound of claim 16, wherein said compound is



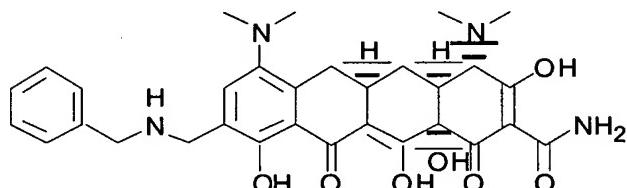
, and pharmaceutically acceptable salts thereof.

126. (New) The compound of claim 16, wherein said compound is



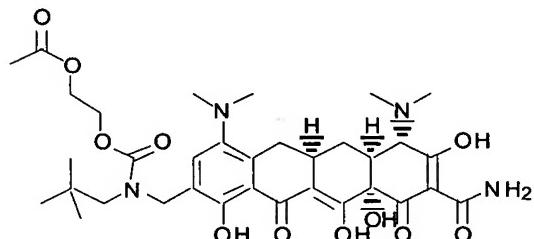
, and pharmaceutically acceptable salts thereof.

127. (New) The compound of claim 16, wherein said compound is



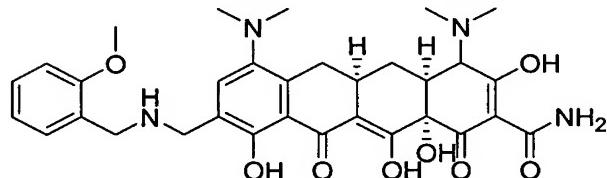
, and pharmaceutically acceptable salts thereof.

128. (New) The compound of claim 16, wherein said compound is



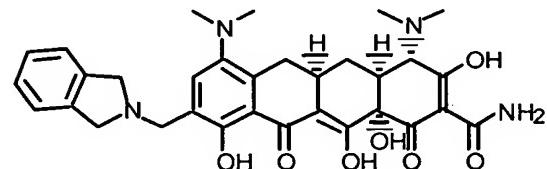
, and pharmaceutically acceptable salts thereof.

129. (New) The compound of claim 16, wherein said compound is



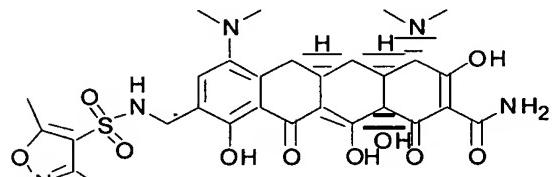
, and pharmaceutically acceptable salts thereof.

130. (New) The compound of claim 16, wherein said compound is



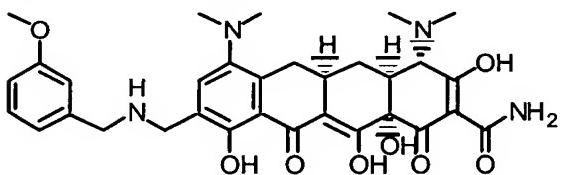
, and pharmaceutically acceptable salts thereof.

131. (New) The compound of claim 16, wherein said compound is



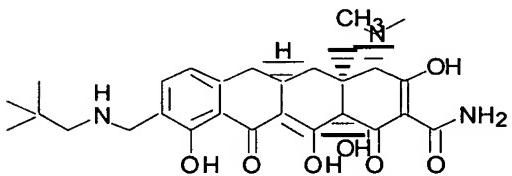
, and pharmaceutically acceptable salts thereof.

132. (New) The compound of claim 16, wherein said compound is



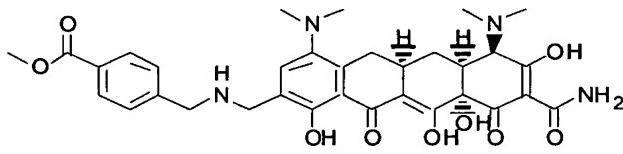
, and pharmaceutically acceptable salts thereof.

133. (New) The compound of claim 16, wherein said compound is



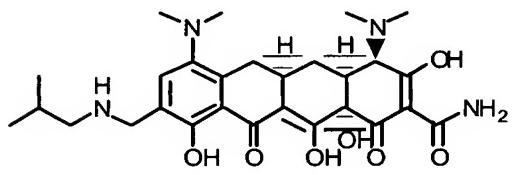
, and pharmaceutically acceptable salts thereof.

134. (New) The compound of claim 16, wherein said compound is



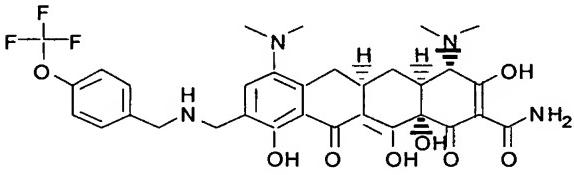
, and pharmaceutically acceptable salts thereof.

135. (New) The compound of claim 16, wherein said compound is



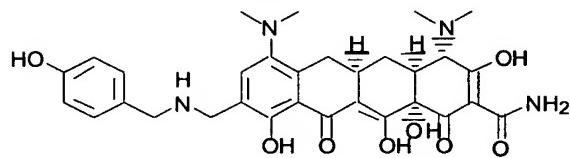
, and pharmaceutically acceptable salts thereof.

136. (New) The compound of claim 16, wherein said compound is



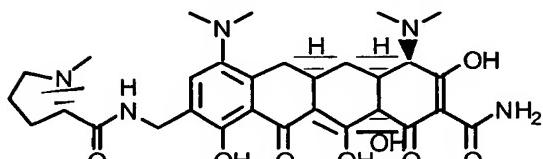
, and pharmaceutically acceptable salts thereof.

137. (New) The compound of claim 16, wherein said compound is



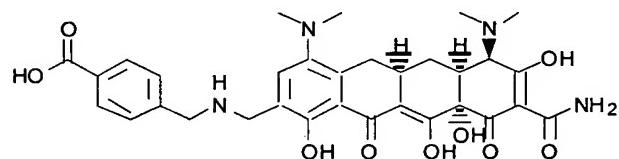
, and pharmaceutically acceptable salts thereof.

138. (New) The compound of claim 16, wherein said compound is



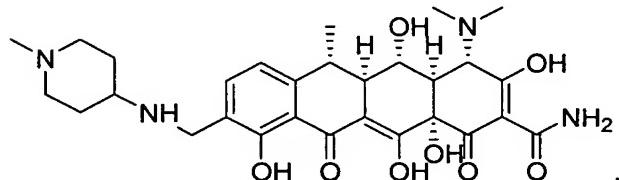
, and pharmaceutically acceptable salts thereof.

139. (New) The compound of claim 16, wherein said compound is



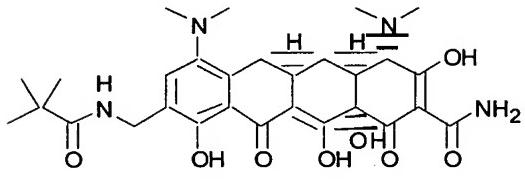
, and pharmaceutically acceptable salts thereof.

140. (New) The compound of claim 16, wherein said compound is



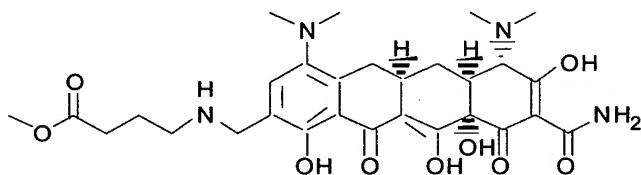
, and pharmaceutically acceptable salts thereof.

141. (New) The compound of claim 16, wherein said compound is



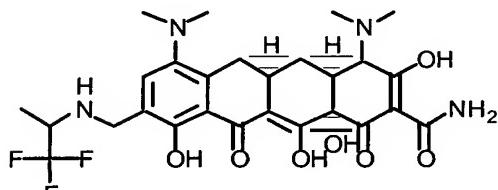
, and pharmaceutically acceptable salts thereof.

142. (New) The compound of claim 16, wherein said compound is



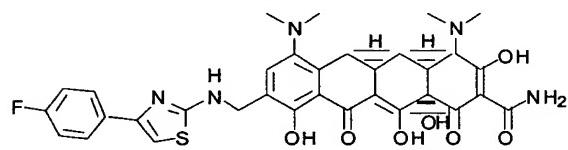
, and pharmaceutically acceptable salts thereof.

143. (New) The compound of claim 16, wherein said compound is



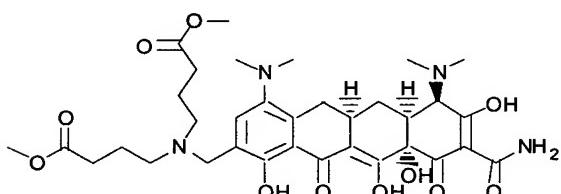
, and pharmaceutically acceptable salts thereof.

144. (New) The compound of claim 16, wherein said compound is



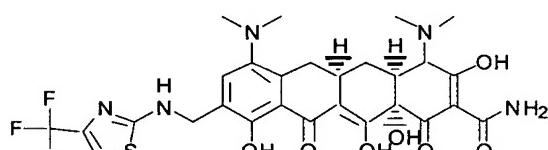
, and pharmaceutically acceptable salts thereof.

145. (New) The compound of claim 16, wherein said compound is



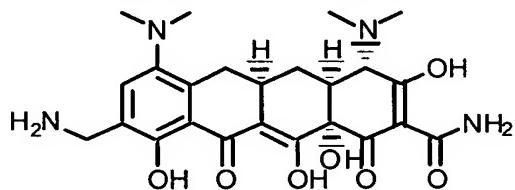
, and pharmaceutically acceptable salts thereof.

146. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

147. (New) The compound of claim 16, wherein said compound is



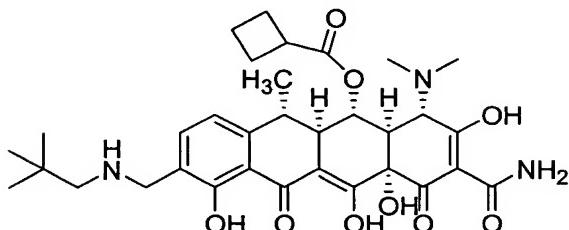
, and pharmaceutically acceptable salts thereof.

148. (New) The compound of claim 16, wherein said compound is



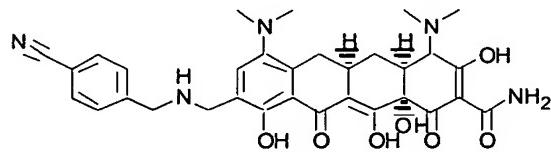
, and pharmaceutically acceptable salts thereof.

149. (New) The compound of claim 16, wherein said compound is



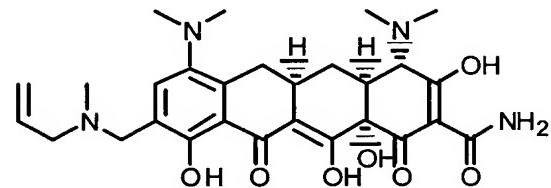
, and pharmaceutically acceptable salts thereof.

150. (New) The compound of claim 16, wherein said compound is



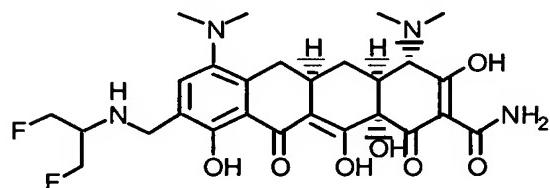
, and pharmaceutically acceptable salts thereof.

151. (New) The compound of claim 16, wherein said compound is



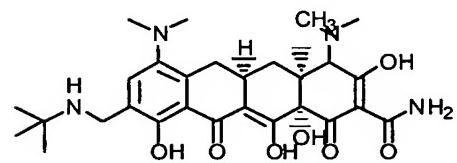
, and pharmaceutically acceptable salts thereof.

152. (New) The compound of claim 16, wherein said compound is



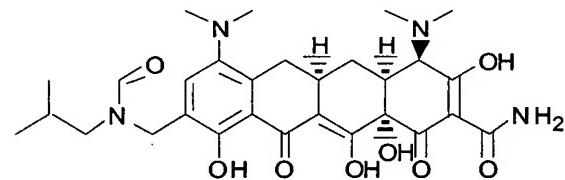
, and pharmaceutically acceptable salts thereof.

153. (New) The compound of claim 16, wherein said compound is



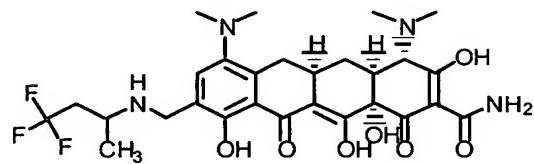
, and pharmaceutically acceptable salts thereof.

154. (New) The compound of claim 16, wherein said compound is



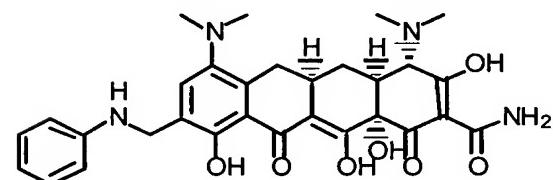
, and pharmaceutically acceptable salts thereof.

155. (New) The compound of claim 16, wherein said compound is



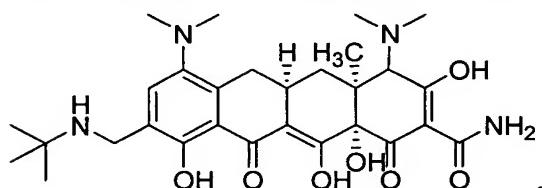
, and pharmaceutically acceptable salts thereof.

156. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.

157. (New) The compound of claim 16, wherein said compound is



, and pharmaceutically acceptable salts thereof.